SOUTHERN FIRST BANCSHARES INC
Form 10-Q
July 31, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2017
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period from to
Commission file number 000-27719

Southern First Bancshares, Inc.

(Exact name of registrant as specified in its charter)

South Carolina	**58-2459561**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

100 Verdae Boulevard, Suite 100 **Greenville, S.C.**	**29606**
(Address of principal executive offices)	(Zip Code)

864-679-9000
(Registrant s telephone number, including area code)
Not Applicable
(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller Reporting Company
		Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date: 7,314,181 shares of common stock, par value $0.01 per share, were issued and outstanding as of July 25, 2017.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
June 30, 2017 Form 10-Q

INDEX

PART I CONSOLIDATED FINANCIAL INFORMATION		**Page**
Item 1.	Consolidated Financial Statements	
	Consolidated Balance Sheets	3
	Consolidated Statements of Income	4
	Consolidated Statements of Comprehensive Income	5
	Consolidated Statements of Shareholders Equity	6
	Consolidated Statements of Cash Flows	7
	Notes to Unaudited Consolidated Financial Statements	8
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	26
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	45
Item 4.	Controls and Procedures	45
PART II OTHER INFORMATION		
Item 1.	Legal Proceedings	46
Item 1A.	Risk Factors	46
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	46
Item 3.	Defaults upon Senior Securities	46
Item 4.	Mine Safety Disclosures	46
Item 5.	Other Information	46
Item 6.	Exhibits	46

PART I. CONSOLIDATED FINANCIAL INFORMATION
Item 1. CONSOLIDATED FINANCIAL STATEMENTS

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

(dollars in thousands, except share data)	**June 30, 2017** (Unaudited)	**December 31, 2016** (Audited)
ASSETS		
Cash and cash equivalents:		
Cash and due from banks	$ 7,412	11,574
Federal funds sold	52,097	24,039
Interest-bearing deposits with banks	27,303	10,939
Total cash and cash equivalents	86,812	46,552
Investment securities:		
Investment securities available for sale	81,379	64,480
Other investments	4,031	5,742
Total investment securities	85,410	70,222
Mortgage loans held for sale	11,480	7,801
Loans	1,299,829	1,163,644
Less allowance for loan losses	(15,444)	(14,855)
Loans, net	1,284,385	1,148,789
Bank owned life insurance	25,837	25,471
Property and equipment, net	31,686	28,362
Deferred income taxes	7,050	6,825
Other assets	6,566	6,886
Total assets	$ 1,539,226	1,340,908
LIABILITIES		
Deposits	$ 1,297,911	1,091,151
Federal Home Loan Bank advances and other borrowings	73,200	115,200
Junior subordinated debentures	13,403	13,403
Other liabilities	11,976	11,282
Total liabilities	1,396,490	1,231,036
SHAREHOLDERS EQUITY		
Preferred stock, par value $.01 per share, 10,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, par value $.01 per share, 10,000,000 shares authorized, 7,314,181 and 6,463,789 shares issued and outstanding at June 30, 2017 and December 31, 2016, respectively	73	65
Nonvested restricted stock	(587)	(600)
Additional paid-in capital	99,174	73,371
Accumulated other comprehensive income (loss)	(180)	(504)
Retained earnings	44,256	37,540
Total shareholders equity	142,736	109,872
Total liabilities and shareholders equity	$ 1,539,226	1,340,908

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
(dollars in thousands, except share data)	**2017**	**2016**	**2017**	**2016**
Interest income				
Loans	$ 14,280	11,999	27,806	23,794
Investment securities	390	458	766	947
Federal funds sold	261	46	318	91
Total interest income	14,931	12,503	28,890	24,832
Interest expense				
Deposits	1,739	946	2,989	1,934
Borrowings	840	1,044	1,942	2,078
Total interest expense	2,579	1,990	4,931	4,012
Net interest income	12,352	10,513	23,959	20,820
Provision for loan losses	500	575	1,000	1,200
Net interest income after provision for loan losses	11,852	9,938	22,959	19,620
Noninterest income				
Mortgage banking income	1,603	2,235	2,660	3,682
Service fees on deposit accounts	284	244	561	463
Income from bank owned life insurance	183	180	366	366
Gain on sale of investment securities	2	19	2	325
Loss on disposal of fixed assets	(50)	-	(50)	-
Other income	540	468	1,075	868
Total noninterest income	2,562	3,146	4,614	5,704
Noninterest expenses				
Compensation and benefits	5,524	4,855	10,798	9,405
Occupancy	1,033	892	1,999	1,762
Real estate owned expenses	(3)	359	10	644
Outside service and data processing costs	823	628	1,568	1,226
Insurance	297	217	587	450
Professional fees	382	284	695	538
Marketing	196	199	407	430
Other	510	419	1,059	914
Total noninterest expenses	8,762	7,853	17,123	15,369
Income before income tax expense	5,652	5,231	10,450	9,955
Income tax expense	2,048	1,925	3,734	3,643
Net income available to common shareholders	$ 3,604	3,306	6,716	6,312
Earnings per common share				
Basic	$ 0.52	0.52	1.00	1.00
Diluted	$ 0.49	0.49	0.95	0.94
Weighted average common shares outstanding				
Basic	6,986,948	6,301,853	6,713,608	6,287,350
Diluted	7,366,208	6,702,820	7,099,381	6,683,126

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	For the three months ended June 30,		For the six months ended June 30,	
(dollars in thousands)	**2017**	**2016**	**2017**	**2016**
Net income	$ 3,604	3,306	6,716	6,312
Other comprehensive income (loss):				
Unrealized gain (loss) on securities available for sale:				
Unrealized holding gain (loss) arising during the period, pretax	258	682	496	1,774
Tax (expense) benefit	(89)	(232)	(170)	(603)
Reclassification of realized gain	(2)	(19)	(2)	(325)
Tax expense	-	7	-	110
Other comprehensive income (loss)	167	438	324	956
Comprehensive income	$ 3,771	3,744	7,040	7,268

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY
FOR THE SIX MONTHS ENDED JUNE 30, 2017 AND 2016
(Unaudited)

	Common stock		Preferred stock		Nonvested restricted	Additional paid-in	Accumulated other comprehensive
(dollars in thousands, except share data)	**Shares**	**Amount**	**Shares**	**Amount**	**stock**	**capital**	**income (loss)**
December 31, 2015	**6,289,038**	**$ 63**	**-**	**-**	**$ (360)**	**$ 70,037**	**$ (4)**
Net income	-	-	-	-	-	-	-
Proceeds from exercise of stock options	49,374	1	-	-	-	368	-
Issuance of restricted stock	17,000	-	-	-	(391)	391	-
Amortization of deferred compensation on restricted stock	-	-	-	-	144	-	-
Compensation expense related to stock options, net of tax	-	-	-	-	-	382	-
Other comprehensive income	-	-	-	-	-	-	956
June 30, 2016	**6,355,412**	**$ 64**	**-**	**$ -**	**$ (607)**	**$ 71,178**	**$ 952**
December 31, 2016	**6,463,789**	**65**	**-**	**-**	**(600)**	**73,371**	**(504)**
Net income	-	-	-	-	-	-	-
Net issuance of common stock	805,000	8	-	-	-	24,750	-
Proceeds from exercise of stock options	42,267	-	-	-	-	416	-
Issuance of restricted stock	3,125	-	-	-	(146)	146	-
Amortization of deferred compensation on restricted stock	-	-	-	-	159	-	-
Compensation expense related to stock options, net of tax	-	-	-	-	-	491	-
Other comprehensive income	-	-	-	-	-	-	324
June 30, 2017	**7,314,181**	**$ 73**	**-**	**$ -**	**$ (587)**	**$ 99,174**	**$ (180)**

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(dollars in thousands)	For the six months ended June 30, 2017	2016
Operating activities		
Net income	$ 6,716	$ 6,312
Adjustments to reconcile net income to cash provided by (used for) operating activities:		
Provision for loan losses	1,000	1,200
Depreciation and other amortization	669	633
Accretion and amortization of securities discounts and premium, net	267	268
Gain on sale of investment securities available for sale	(2)	(325)
(Gain) loss on sale of real estate owned	(12)	51
Loss on disposal of fixed assets	50	-
Write-down of real estate owned	7	389
Compensation expense related to stock options and grants	650	526
Gain on sale of loans held for sale	(2,854)	(3,424)
Loans originated and held for sale	(94,159)	(122,495)
Proceeds from sale of loans held for sale	93,334	116,495
Increase in cash surrender value of bank owned life insurance	(366)	(366)
(Increase) decrease in deferred tax asset	(392)	963
Decrease (increase) in other assets, net	109	(432)
Increase in other liabilities	694	1,863
Net cash provided by operating activities	5,711	1,658
Investing activities		
Increase (decrease) in cash realized from:		
Origination of loans, net	(136,760)	(61,309)
Purchase of property and equipment	(4,043)	(2,484)
Purchase of investment securities:		
Available for sale	(20,675)	(16,852)
Other	(1,811)	(169)
Payments and maturities, calls and repayments of investment securities:		
Available for sale	4,002	13,127
Other	3,522	-
Proceeds from sale of investment securities available for sale	-	10,602
Proceeds from sale of real estate owned	380	320
Net cash used for investing activities	(155,385)	(56,765)
Financing activities		
Increase (decrease) in cash realized from:		
Increase in deposits, net	206,760	63,391
Decrease in Federal Home Loan Bank advances and other borrowings, net	(42,000)	-
Proceeds from issuance of common stock	24,758	-
Proceeds from the exercise of stock options and warrants	416	369
Net cash provided by financing activities	189,934	63,760
Net increase in cash and cash equivalents	40,260	8,653
Cash and cash equivalents at beginning of the period	46,552	62,866
Cash and cash equivalents at end of the period	$ 86,812	$ 71,519
Supplemental information		
Cash paid for		
Interest	$ 4,891	$ 4,012
Income taxes	3,410	2,680
Schedule of non-cash transactions		
Real estate acquired in settlement of loans	164	245
Unrealized gain on securities, net of income taxes	324	1,171

See notes to consolidated financial statements that are an integral part of these consolidated statements.

SOUTHERN FIRST BANCSHARES, INC. AND SUBSIDIARY
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 Nature of Business and Basis of Presentation

Business Activity
Southern First Bancshares, Inc. (the "Company") is a South Carolina corporation that owns all of the capital stock of Southern First Bank (the "Bank") and all of the stock of Greenville First Statutory Trust I and II (collectively, the "Trusts"). The Trusts are special purpose non-consolidated entities organized for the sole purpose of issuing trust preferred securities. The Bank's primary federal regulator is the Federal Deposit Insurance Corporation (the "FDIC"). The Bank is also regulated and examined by the South Carolina Board of Financial Institutions. The Bank is primarily engaged in the business of accepting demand deposits and savings deposits insured by the FDIC, and providing commercial, consumer and mortgage loans to the general public.

Basis of Presentation
The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three- and six-month periods ended June 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2016 as filed with the Securities and Exchange Commission on March 3, 2017. The consolidated financial statements include the accounts of the Company and the Bank. In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 810, Consolidation, the financial statements related to the Trusts have not been consolidated.

Use of Estimates
The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amount of income and expenses during the reporting periods. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, real estate acquired in the settlement of loans, fair value of financial instruments, evaluating other-than-temporary-impairment of investment securities and valuation of deferred tax assets.

Business Segments
The Company began reporting its activities as three business segments Commercial and Retail Banking, Mortgage Banking and Corporate in 2016. In determining proper segment definition, the Company considers the materiality of a potential segment and components of the business about which financial information is available and regularly evaluated, relative to a resource allocation and performance assessment. The Company accounts for intersegment revenues and expenses as if the revenue/expense transactions were generated to third parties, that is, at current market prices. Please refer to Note 9 Reportable Segments for further information on the reporting for the Company s three business segments.

Reclassifications
Certain amounts, previously reported, have been reclassified to state all periods on a comparable basis and had no effect on shareholders equity or net income.

Subsequent Events
Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Non-recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management performed an evaluation to determine whether there have been any subsequent events since the balance sheet date and determined that no subsequent events occurred requiring accrual or disclosure.

NOTE 2 Investment Securities

The amortized costs and fair value of investment securities are as follows:

				June 30, 2017
	Amortized	Gross Unrealized		Fair
(dollars in thousands)	Cost	Gains	Losses	Value
Available for sale				
US government agencies	$ 9,260	12	72	9,200
SBA securities	4,438	-	21	4,417
State and political subdivisions	20,129	321	72	20,378
Mortgage-backed securities	47,822	9	447	47,384
Total investment securities available for sale	$ 81,649	342	612	81,379

				December 31, 2016
	Amortized	Gross Unrealized		Fair
	Cost	Gains	Losses	Value
Available for sale				
US government agencies	$ 6,271	1	113	6,159
SBA securities	1,453	-	16	1,437
State and political subdivisions	20,625	141	292	20,474
Mortgage-backed securities	36,895	21	506	36,410
Total investment securities available for sale	$ 65,244	163	927	64,480

During the first six months of 2017, there were $415,000 of investment securities either sold or called, resulting in a gain on sale of $2,000. During the first six months of 2016, approximately $19.8 million of investment securities were either sold or called, subsequently resulting in a gain on sale of $325,000.

Contractual maturities and yields on the Company s investment securities at June 30, 2017 and December 31, 2016 are shown in the following table. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

										June 30, 2017
	Less than one year		One to five years		Five to ten years		Over ten years			Total
(dollars in thousands)	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Available for sale										
US government agencies	$ -	-	3,015	1.70%	6,185	2.38%	-	-	9,200	2.16%
SBA securities	-	-	-	-	-	-	4,417	2.43%	4,417	2.43%
State and political subdivisions	-	-	2,409	1.55%	12,196	2.36%	5,773	2.82%	20,378	2.39%
Mortgage-backed securities	-	-	914	1.36%	9,686	1.82%	36,784	2.12%	47,384	2.03%
Total	$ -	-	6,338	1.59%	28,067	2.18%	46,974	2.23%	81,379	2.16%

										December 31, 2016
	Less than one year		One to five years		Five to ten years		Over ten years			Total
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Available for sale										
US government agencies	$ -	-	997	1.15%	5,162	2.23%	-	-	6,159	2.06%
SBA securities	-	-	-	-	-	-	1,437	1.32%	1,437	1.32%
State and political subdivisions	-	-	2,271	1.73%	12,287	2.35%	5,916	2.77%	20,474	2.40%
Mortgage-backed securities	-	-	-	-	8,527	1.64%	27,883	1.68%	36,410	1.67%
Total	$ -	-	3,268	1.55%	25,976	2.10%	35,236	1.85%	64,480	1.93%

The tables below summarize gross unrealized losses on investment securities and the fair market value of the related securities at June 30, 2017 and December 31, 2016, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position.

	June 30, 2017												
	Less than 12 months					12 months or longer				Total			
(dollars in thousands)	#		Fair value		Unrealized losses	#		Fair value	Unrealized losses	#		Fair value	Unrealized losses
Available for sale													
US government agencies	8	$	6,480	$	72	-	$	-	$ -	8	$	6,480	$ 72
SBA securities	1		3,002		16	1		1,414	5	2		4,416	21
State and political subdivisions	14		6,492		72	-		-	-	14		6,491	72
Mortgage-backed securities	34		42,865		396	3		4,415	51	37		47,280	447
Total	57	$	58,839	$	556	4	$	5,829	$ 56	61	$	64,668	$ 612

	December 31, 2016												
	Less than 12 months					12 months or longer				Total			
	#		Fair value		Unrealized losses	#		Fair value	Unrealized losses	#		Fair value	Unrealized losses
Available for sale													
US government agencies	5	$	5,144	$	113	-	$	-	$ -	5	$	5,144	$ 113
SBA securities	1		1,437		16	-		-	-	1		1,437	16
State and political subdivisions	32		13,936		292	-		-	-	32		13,936	292
Mortgage-backed securities	25		27,292		476	2		3,991	30	27		31,283	506
Total	63	$	47,809	$	897	2	$	3,991	$ 30	65	$	51,800	$ 927

At June 30, 2017, the Company had 57 individual investments with a fair market value of $58.8 million that were in an unrealized loss position for less than 12 months and four individual investments with a fair market value of $5.8 million that were in an unrealized loss position for 12 months or longer. The unrealized losses were primarily attributable to changes in interest rates, rather than deterioration in credit quality. The individual securities are each investment grade securities. The Company considers the length of time and extent to which the fair value of available-for-sale debt securities have been less than cost to conclude that such securities are not other-than-temporarily impaired. The Company also considers other factors such as the financial condition of the issuer, including credit ratings and specific events affecting the operations of the issuer, volatility of the security, underlying assets that collateralize the debt security, and other industry and macroeconomic conditions. As the Company has no intent to sell securities with unrealized losses and it is not more-likely-than-not that the Company will be required to sell these securities before recovery of amortized cost, the Company has concluded that these securities are not impaired on an other-than-temporary basis.

Other investments are comprised of the following and are recorded at cost which approximates fair value.

(dollars in thousands)		June 30, 2017	December 31, 2016
Federal Home Loan Bank stock	$	3,499	5,173
Investment in Trust Preferred securities		403	403
Other investments		129	166
Total other investments	$	4,031	5,742

The Company has evaluated the Federal Home Loan Bank (FHLB) stock for impairment and determined that the investment in the FHLB stock is not other than temporarily impaired as of June 30, 2017 and ultimate recoverability of the par value of this investment is probable. All of the FHLB stock is used to collateralize advances with the FHLB.

At June 30, 2017, $20.5 million of securities were pledged as collateral for repurchase agreements from brokers and no securities were pledged to secure client deposits. At December 31, 2016, $21.0 million of securities were pledged as collateral for repurchase agreements from brokers, and approximately $21.1 million of securities were pledged to secure client deposits.

NOTE 3 Mortgage Loans Held for Sale

Mortgage loans originated and intended for sale in the secondary market are reported as loans held for sale and carried at fair value under the fair value option, which was adopted by the Company on April 1, 2016, with changes in fair value recognized in current period earnings. At the date of funding of the mortgage loan held for sale, the funded amount of the loan, the related derivative asset or liability of the associated interest rate lock commitment, less direct loan costs becomes the initial recorded investment in the loan held for sale. Such amount approximates the fair value of the loan. At June 30, 2017, mortgage loans held for sale totaled $11.5 million compared to $7.8 million at December 31, 2016.

Mortgage loans held for sale are considered de-recognized, or sold, when the Company surrenders control over the financial assets. Control is considered to have been surrendered when the transferred assets have been isolated from the Company, beyond the reach of the Company and its creditors; the purchaser obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets; and the Company does not maintain effective control over the transferred assets through an agreement that both entitles and obligates the Company to repurchase or redeem the transferred assets before their maturity or the ability to unilaterally cause the holder to return specific assets.

Gains and losses from the sale of mortgage loans are recognized based upon the difference between the sales proceeds and carrying value of the related loans upon sale and are recorded in mortgage banking income in the statement of income. Mortgage banking income also includes the unrealized gains and losses associated with the loans held for sale and the realized and unrealized gains and losses from derivatives.

Mortgage loans sold by the Company to investors and which were believed to have met investor and agency underwriting guidelines at the time of sale may be subject to repurchase or indemnification in the event of specific default by the borrower or subsequent discovery that underwriting standards were not met. The Company may, upon mutual agreement, agree to repurchase the loans or indemnify the investor against future losses on such loans. In such cases, the Company bears any subsequent credit loss on the loans.

NOTE 4 Loans and Allowance for Loan Losses

The following table summarizes the composition of our loan portfolio. Total gross loans are recorded net of deferred loan fees and costs, which totaled $2.2 million as of June 30, 2017 and $2.0 million as of December 31, 2016.

	June 30, 2017		December 31, 2016	
(dollars in thousands)	Amount	% of Total	Amount	% of Total
Commercial				
Owner occupied RE	$ 310,696	23.9%	$ 285,938	24.6%
Non-owner occupied RE	292,001	22.5%	239,574	20.6%
Construction	42,447	3.3%	33,393	2.9%
Business	212,703	16.3%	202,552	17.4%
Total commercial loans	857,847	66.0%	761,457	65.5%
Consumer				
Real estate	233,401	18.0%	215,588	18.5%
Home equity	147,091	11.3%	137,105	11.8%
Construction	39,758	3.0%	31,922	2.7%
Other	21,732	1.7%	17,572	1.5%
Total consumer loans	441,982	34.0%	402,187	34.5%
Total gross loans, net of deferred fees	1,299,829	100.0%	1,163,644	100.0%
Less allowance for loan losses	(15,444)		(14,855)	
Total loans, net	$ 1,284,385		$ 1,148,789	

Maturities and Sensitivity of Loans to Changes in Interest Rates

The information in the following tables summarizes the loan maturity distribution by type and related interest rate characteristics based on the contractual maturities of individual loans, including loans which may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval, as well as modification of terms upon maturity. Actual repayments of loans may differ from the maturities reflected below, because borrowers have the right to prepay obligations with or without prepayment penalties.

				June 30, 2017
(dollars in thousands)	One year or less	After one but within five years	After five years	Total
Commercial				
Owner occupied RE	$ 27,023	163,848	119,825	310,696
Non-owner occupied RE	39,353	151,447	101,201	292,001
Construction	12,303	9,210	20,934	42,447
Business	70,721	101,246	40,736	212,703
Total commercial loans	149,400	425,751	282,696	857,847
Consumer				
Real estate	26,561	54,848	151,992	233,401
Home equity	9,382	30,130	107,579	147,091
Construction	16,602	2,614	20,542	39,758
Other	7,382	9,942	4,408	21,732
Total consumer loans	59,927	97,534	284,521	441,982
Total gross loans, net of deferred fees	$ 209,327	523,285	567,217	1,299,829
Loans maturing after one year with:				
Fixed interest rates				$ 822,399
Floating interest rates				268,103

				December 31, 2016
	One year or less	After one but within five years	After five years	Total
Commercial				
Owner occupied RE	$ 26,062	145,419	114,457	285,938
Non-owner occupied RE	34,685	142,261	62,628	239,574
Construction	5,881	9,558	17,954	33,393
Business	66,361	99,255	36,936	202,552
Total commercial loans	132,989	396,493	231,975	761,457
Consumer				
Real estate	26,342	49,832	139,414	215,588
Home equity	7,142	29,041	100,922	137,105
Construction	14,103	627	17,192	31,922
Other	5,049	9,305	3,218	17,572
Total consumer	52,636	88,805	260,746	402,187
Total gross loan, net of deferred fees	$ 185,625	485,298	492,721	1,163,644
Loans maturing after one year with :				
Fixed interest rates				$ 733,892
Floating interest rates				244,127

Portfolio Segment Methodology

Commercial

Commercial loans are assessed for estimated losses by grading each loan using various risk factors identified through periodic reviews. The Company applies historic grade-specific loss factors to each loan class. In the development of statistically derived loan grade loss factors, the Company observes historical losses over 20 quarters for each loan grade. These loss estimates are adjusted as appropriate based on additional analysis of external loss data or other risks identified from current economic conditions and credit quality trends. The allowance also includes an amount for the estimated impairment on nonaccrual commercial loans and commercial loans modified in a troubled debt restructuring (TDR), whether on accrual or nonaccrual status.

Consumer
For consumer loans, the Company determines the allowance on a collective basis utilizing historical losses over 20 quarters to represent its best estimate of inherent loss. The Company pools loans, generally by loan class with similar risk characteristics. The allowance also includes an amount for the estimated impairment on nonaccrual consumer loans and consumer loans modified in a TDR, whether on accrual or nonaccrual status.

Credit Quality Indicators

Commercial
We manage a consistent process for assessing commercial loan credit quality by monitoring its loan grading trends and past due statistics. All loans are subject to individual risk assessment. Our risk categories include Pass, Special Mention, Substandard, and Doubtful, each of which is defined by our banking regulatory agencies. Delinquency statistics are also an important indicator of credit quality in the establishment of our allowance for credit losses.

We categorize our loans into risk categories based on relevant information about the ability of the borrower to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. A description of the general characteristics of the risk grades is as follows:

Pass These loans range from minimal credit risk to average however still acceptable credit risk.

Special mention A special mention loan has potential weaknesses that deserve management s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or the institution s credit position at some future date.

Substandard A substandard loan is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified must have a well-defined weakness, or weaknesses, that may jeopardize the liquidation of the debt. A substandard loan is characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful A doubtful loan has all of the weaknesses inherent in one classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of the currently existing facts, conditions and values, highly questionable and improbable.

The tables below provide a breakdown of outstanding commercial loans by risk category.

					June 30, 2017
(dollars in thousands)	Owner occupied RE	Non-owner occupied RE	Construction	Business	Total
Pass	$ 305,676	285,376	42,447	202,363	835,862
Special mention	2,645	3,038	-	4,546	10,229
Substandard	2,375	3,587	-	5,794	11,756
Doubtful	-	-	-	-	-
	$ 310,696	292,001	42,447	212,703	857,847

					December 31, 2016
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Total
Pass	$ 282,055	234,957	33,393	193,517	743,922
Special mention	1,097	975	-	2,489	4,561
Substandard	2,786	3,642	-	6,546	12,974
Doubtful	-	-	-	-	-
	$ 285,938	239,574	33,393	202,552	761,457

The following tables provide past due information for outstanding commercial loans and include loans on nonaccrual status as well as accruing TDRs.

					June 30, 2017
(dollars in thousands)	Owner occupied RE	Non-owner occupied RE	Construction	Business	Total
Current	$ 310,451	291,236	42,447	211,280	855,414
30-59 days past due	-	-	-	266	266
60-89 days past due	-	-	-	-	-
Greater than 90 Days	245	765	-	1,157	2,167
	$ 310,696	292,001	42,447	212,703	857,847

					December 31, 2016
	Owner occupied RE	Non-owner occupied RE	Construction	Business	Total
Current	$ 284,700	238,346	33,393	200,624	757,063
30-59 days past due	981	-	-	1,423	2,404
60-89 days past due	257	56	-	-	313
Greater than 90 Days	-	1,172	-	505	1,677
	$ 285,938	239,574	33,393	202,552	761,457

As of June 30, 2017 and December 31, 2016, loans 30 days or more past due represented 0.39% and 0.55% of the Company s total loan portfolio, respectively. Commercial loans 30 days or more past due were 0.19% and 0.38% of the Company s total loan portfolio as of June 30, 2017 and December 31, 2016, respectively.

Consumer

The Company manages a consistent process for assessing consumer loan credit quality by monitoring its loan grading trends and past due statistics. All loans are subject to individual risk assessment. The Company s categories include Pass, Special Mention, Substandard, and Doubtful, which are defined above. Delinquency statistics are also an important indicator of credit quality in the establishment of the allowance for loan losses.

The tables below provide a breakdown of outstanding consumer loans by risk category.

					June 30, 2017
(dollars in thousands)	Real estate	Home equity	Construction	Other	Total
Pass	$ 229,812	143,932	39,758	21,624	435,126
Special mention	744	2,235	-	10	2,989
Substandard	2,845	924	-	98	3,867
Doubtful	-	-	-	-	-
Loss	-	-	-	-	-
	$ 233,401	147,091	39,758	21,732	441,982

					December 31, 2016
	Real estate	Home equity	Construction	Other	Total
Pass	$ 211,563	134,124	31,922	17,485	395,094
Special mention	1,064	2,109	-	16	3,189
Substandard	2,961	872	-	71	3,904
Doubtful	-	-	-	-	-
Loss	-	-	-	-	-
	$ 215,588	137,105	31,922	17,572	402,187

The following tables provide past due information for outstanding consumer loans and include loans on nonaccrual status as well as accruing TDRs.

					June 30, 2017
(dollars in thousands)	Real estate	Home equity	Construction	Other	Total
Current	$ 231,602	146,328	39,758	21,718	439,406
30-59 days past due	548	566	-	14	1,128
60-89 days past due	977	-	-	-	977
Greater than 90 Days	274	197	-	-	471
	$ 233,401	147,091	39,758	21,732	441,982

					December 31, 2016
	Real estate	Home equity	Construction	Other	Total
Current	$ 214,228	136,638	31,922	17,427	400,215
30-59 days past due	1,041	210	-	126	1,377
60-89 days past due	282	-	-	6	288
Greater than 90 Days	37	257	-	13	307
	$ 215,588	137,105	31,922	17,572	402,187

As of June 30, 2017 and December 31, 2016, consumer loans 30 days or more past due were 0.20% and 0.17% of total loans, respectively.

Nonperforming assets

The following table shows the nonperforming assets and the related percentage of nonperforming assets to total assets and gross loans. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when the Company believes, after considering economic and business conditions and collection efforts, that the borrower s financial condition is such that collection of the contractual principal or interest on the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as a reduction in principal when received.

Following is a summary of our nonperforming assets, including nonaccruing TDRs.

(dollars in thousands)	June 30, 2017	December 31, 2016
Commercial		
Owner occupied RE	$ 245	276
Non-owner occupied RE	2,205	2,711
Construction	-	-
Business	1,324	686
Consumer		
Real estate	534	550
Home equity	197	256
Construction	-	-
Other	4	13
Nonaccruing troubled debt restructurings	749	990
Total nonaccrual loans, including nonaccruing TDRs	5,258	5,482
Other real estate owned	428	639
Total nonperforming assets	$ 5,686	6,121
Nonperforming assets as a percentage of:		
Total assets	0.37%	0.46%
Gross loans	0.44%	0.53%
Total loans over 90 days past due	2,638	1,984
Loans over 90 days past due and still accruing	-	-
Accruing troubled debt restructurings	$ 6,009	5,675

Impaired Loans

The table below summarizes key information for impaired loans. The Company s impaired loans include loans on nonaccrual status and loans modified in a TDR, whether on accrual or nonaccrual status. These impaired loans may have estimated impairment which is included in the allowance for loan losses. The Company s commercial and consumer impaired loans are evaluated individually to determine the related allowance for loan losses.

				June 30, 2017
		Recorded investment		
(dollars in thousands)	Unpaid Principal Balance	Impaired loans	Impaired loans with related allowance for loan losses	Related allowance for loan losses
Commercial				
Owner occupied RE	$ 2,240	2,186	833	401
Non-owner occupied RE	7,042	3,495	1,374	361
Construction	-	-	-	-
Business	4,308	3,581	3,087	1,305
Total commercial	13,590	9,262	5,294	2,067
Consumer				
Real estate	1,650	1,629	1,629	1,026
Home equity	203	197	197	135
Construction	-	-	-	-
Other	180	179	179	28
Total consumer	2,033	2,005	2,005	1,189
Total	$ 15,623	11,267	7,299	3,256

	December 31, 2016 Recorded investment			
	Unpaid Principal Balance	Impaired loans	Impaired loans with related allowance for loan losses	Related allowance for loan losses
Commercial				
Owner occupied RE	$ 2,284	2,243	2,224	263
Non-owner occupied RE	7,238	4,031	1,638	457
Construction	-	-	-	-
Business	3,699	2,593	1,610	1,154
Total commercial	13,221	8,867	5,472	1,874
Consumer				
Real estate	1,853	1,843	1,843	682
Home equity	207	257	-	-
Construction	-	-	-	-
Other	261	190	177	88
Total consumer	2,321	2,290	2,020	770
Total	$ 15,542	11,157	7,492	2,644

The following table provides the average recorded investment in impaired loans and the amount of interest income recognized on impaired loans after impairment by portfolio segment and class.

	Three months ended June 30, 2017		Three months ended June 30, 2016	
(dollars in thousands)	Average recorded investment	Recognized interest income	Average recorded investment	Recognized interest income
Commercial				
Owner occupied RE	$ 2,195	26	1,994	21
Non-owner occupied RE	3,620	48	5,582	35
Construction	-	-	-	-
Business	3,623	54	5,272	54
Total commercial	9,438	128	12,848	110
Consumer				
Real estate	1,635	16	1,153	12
Home equity	197	1	257	1
Construction	-	-	-	-
Other	180	1	294	5
Total consumer	2,012	18	1,704	18
Total	$ 11,450	146	14,552	128

(dollars in thousands)	Six months ended June 30, 2017 Average recorded investment	Six months ended June 30, 2017 Recognized interest income	Six months ended June 30, 2016 Average recorded investment	Six months ended June 30, 2016 Recognized interest income	Year ended December 31, 2016 Average recorded investment	Year ended December 31, 2016 Recognized interest income
Commercial						
Owner occupied RE	$ 2,204	53	1,999	43	2,263	112
Non-owner occupied RE	3,721	76	5,642	86	4,106	200
Construction	-	-	-	-	-	-
Business	3,635	98	5,315	134	2,873	135
Total commercial	9,560	227	12,956	263	9,242	447
Consumer						
Real estate	1,642	33	1,155	21	1,854	81
Home equity	198	2	257	1	257	2
Construction	-	-	-	-	-	-
Other	181	2	295	6	203	6
Total consumer	2,021	37	1,707	28	2,314	89
Total	$ 11,581	264	14,663	291	11,556	536

Allowance for Loan Losses

The allowance for loan loss is management s estimate of credit losses inherent in the loan portfolio. The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. The allowance for loan losses is evaluated on a regular basis by management and is based upon management s periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower s ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The Company has an established process to determine the adequacy of the allowance for loan losses that assesses the losses inherent in the portfolio. While the Company attributes portions of the allowance to specific portfolio segments, the entire allowance is available to absorb credit losses inherent in the total loan portfolio. The Company s process involves procedures to appropriately consider the unique risk characteristics of the commercial and consumer loan portfolio segments. For each portfolio segment, impairment is measured individually for each impaired loan. The Company s allowance levels are influenced by loan volume, loan grade or delinquency status, historic loss experience and other economic conditions.

The following table summarizes the activity related to the allowance for loan losses by commercial and consumer portfolio segments:

	Three months ended June 30, 2								
	Commercial				Consu				
(dollars in thousands)	Owner occupied RE	Non-owner occupied RE	Construction	Business	Real Estate	Home equity	Construction	Other	T
Balance, beginning of period	$ 3,052	2,967	334	3,823	2,830	1,619	289	373	15,28
Provision for loan losses	(88)	255	16	139	240	(23)	39	(78)	50
Loan charge-offs	-	(253)	-	(120)	-	-	-	-	(37
Loan recoveries	-	12	-	15	(9)	12	-	-	3
Net loan charge-offs	-	(241)	-	(105)	(9)	12	-	-	(34
Balance, end of period	$ 2,964	2,981	350	3,857	3,061	1,608	328	295	15,44
Net charge-offs to average loans (annualized)									0.1
Allowance for loan losses to gross loans									1.1
Allowance for loan losses to nonperforming loans									293.7

	Three months ended June 30, 201								
	Commercial						Consum		
(dollars in thousands)	Owner occupied RE	Non-owner occupied RE	Construction	Business	Real Estate	Home equity	Construction	Other	Tot
Balance, beginning of period	$ 2,493	3,236	442	3,639	2,131	1,263	351	343	13,898
Provision for loan losses	304	(250)	(49)	488	170	40	(139)	11	575
Loan charge-offs	-	-	(42)	(311)	-	(7)	-	(24)	(384)
Loan recoveries	-	25	-	203	-	-	-	-	228
Net loan charge-offs	-	25	(42)	(108)	-	(7)	-	(24)	(156)
Balance, end of period	$ 2,797	3,011	351	4,019	2,301	1,296	212	330	14,317
Net charge-offs to average loans (annualized)									0.06
Allowance for loan losses to gross loans									1.34
Allowance for loan losses to nonperforming loans									250.63

	Six months ended June 30, 201								
	Commercial						Consum		
(dollars in thousands)	Owner occupied RE	Non-owner occupied RE	Construction	Business	Real Estate	Home equity	Construction	Other	Tot
Balance, beginning of period	$ 2,843	2,778	295	4,123	2,780	1,475	252	309	14,855
Provision for loan losses	121	623	55	(182)	200	121	76	(14)	1,000
Loan charge-offs	-	(433)	-	(130)	-	-	-	-	(563)
Loan recoveries	-	13	-	46	81	12	-	-	152
Net loan charge-offs	-	(420)	-	(84)	81	12	-	-	(411)
Balance, end of period	$ 2,964	2,981	350	3,857	3,061	1,608	328	295	15,444
Net charge-offs to average loans (annualized)									0.03

	Six months ended June 30, 201								
	Commercial						Consum		
(dollars in thousands)	Owner occupied RE	Non-owner occupied RE	Construction	Business	Real Estate	Home equity	Construction	Other	Tot
Balance, beginning of period	$ 2,347	3,187	338	3,800	2,070	1,202	313	372	13,629
Provision for loan losses	455	(128)	55	330	418	101	(101)	70	1,200
Loan charge-offs	(5)	(75)	(42)	(348)	(187)	(7)	-	(115)	(779)
Loan recoveries	-	27	-	237	-	-	-	3	267
Net loan charge-offs	(5)	(48)	(42)	(111)	(187)	(7)	-	(112)	(512)
Balance, end of period	$ 2,797	3,011	351	4,019	2,301	1,296	212	330	14,317
Net charge-offs to average loans (annualized)									0.10

The following table disaggregates the allowance for loan losses and recorded investment in loans by impairment methodology.

	June 30, 2017					
	Allowance for loan losses			Recorded investment in loans		
(dollars in thousands)	Commercial	Consumer	Total	Commercial	Consumer	Total
Individually evaluated	$ 2,067	1,189	3,256	9,262	2,005	11,267
Collectively evaluated	8,085	4,103	12,188	848,585	439,977	1,288,562
Total	$ 10,152	5,292	15,444	857,847	441,982	1,299,829

	December 31, 2016					
	Allowance for loan losses			Recorded investment in loans		
	Commercial	Consumer	Total	Commercial	Consumer	Total
Individually evaluated	$ 1,874	770	2,644	8,867	2,290	11,157
Collectively evaluated	8,165	4,046	12,211	752,590	399,897	1,152,487
Total	$ 10,039	4,816	14,855	761,457	402,187	1,163,644

NOTE 5 Troubled Debt Restructurings

At June 30, 2017, the Company had 18 loans totaling $6.8 million compared to 17 loans totaling $6.7 million at December 31, 2016, which were considered as TDRs. The Company considers a loan to be a TDR when the debtor experiences financial difficulties and the Company grants a concession to the debtor that it would not normally consider. Concessions can relate to the contractual interest rate, maturity date, or payment structure of the note. As part of the workout plan for individual loan relationships, the Company may restructure loan terms to assist borrowers facing financial challenges in the current economic environment. To date, the Company has restored four commercial loans previously classified as TDRs to accrual status.

During the three months ended June 30, 2017, the Company reduced or deferred payments on one commercial business loan whose modification was considered a TDR. The recorded investment in the loan before modification was $229,000 and the loan s recorded investment following modification was $238,000. The following table summarizes the concession at the time of modification and the recorded investment in the Company s TDRs before and after their modification during the six months ended June 30, 2017 and the three and six months ended 2016, respectively.

	For the six months ended June 30, 2017						
(dollars in thousands)	Renewals deemed a concession	Reduced or deferred payments	Converted to interest only	Maturity date extensions	Total Number of loans	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment
Commercial							
Business	1	1	-	-	2	$ 378	$ 387
Total loans	1	1	-	-	2	$ 378	$ 387

	For the three and six months ended June 30, 2016						
(dollars in thousands)	Renewals deemed a concession	Reduced or deferred payments	Converted to interest only	Maturity date extensions	Total Number of loans	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment
Commercial							
Business	1	-	-	-	1	$ 2,381	$ 2,381
Consumer							
Other	2	-	-	-	2	110	114
Total loans	3	-	-	-	3	$ 2,491	$ 2,495

As of June 30, 2017 and 2016, there were no loans modified as TDRs for which there was a payment default (60 days past due) within 12 months of the restructuring date.

NOTE 6 Derivative Financial Instruments

The Company utilizes derivative financial instruments primarily to hedge its exposure to changes in interest rates. All derivative financial instruments are recognized as either assets or liabilities and measured at fair value. The Company accounts for all of its derivatives as free-standing derivatives and does not designate any of these instruments for hedge accounting. Therefore, the gain or loss resulting from the change in the fair value of the derivative is recognized in the Company s statement of income during the period of change.

The Company enters into commitments to originate residential mortgage loans held for sale, at specified interest rates and within a specified period of time, with clients who have applied for a loan and meet certain credit and underwriting criteria (interest rate lock commitments). These interest rate lock commitments (IRLCs) meet the definition of a derivative financial instrument and are reflected in the balance sheet at fair value with changes in fair value recognized in current period earnings. Unrealized gains and losses on the IRLCs are recorded as derivative assets and derivative liabilities, respectively, and are measured based on the value of the underlying mortgage loan, quoted mortgage-backed securities (MBS) prices and an estimate of the probability that the mortgage loan will fund within the terms of the interest rate lock commitment, net of estimated commission expenses.

The Company manages the interest rate and price risk associated with its outstanding IRLCs and mortgage loans held for sale by entering into derivative instruments such as forward sales of MBS. Management expects these derivatives will experience changes in fair value opposite to changes in fair value of the IRLCs and mortgage loans held for sale, thereby reducing earnings volatility. The Company takes into account various factors and strategies in determining the portion of the mortgage pipeline (IRLCs and mortgage loans held for sale) it wants to economically hedge.

The following table summarizes the Company s outstanding financial derivative instruments at June 30, 2017 and December 31, 2016.

			June 30, 2017
(dollars in thousands)	Notional	Balance Sheet Location	Fair Value Asset/(Liability)
Mortgage loan interest rate lock commitments	$ 28,457	Other assets	$ 357
MBS forward sales commitments	20,250	Other assets	72
Total derivative financial instruments	$ 48,707		$ 429

			December 31, 2016
(dollars in thousands)	Notional	Balance Sheet Location	Fair Value Asset/(Liability)
Mortgage loan interest rate lock commitments	$ 17,986	Other assets	$ 256
MBS forward sales commitments	14,250	Other assets	(3)
Total derivative financial instruments	$ 32,236		$ 253

NOTE 7 Fair Value Accounting

FASB ASC 820, Fair Value Measurement and Disclosures, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 Quoted market price in active markets
Quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities include certain debt and equity securities that are traded in an active exchange market.

Level 2 Significant other observable inputs
Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include fixed income securities and mortgage-backed securities that are held in the Company s available-for-sale portfolio and valued by a third-party pricing service, as well as certain impaired loans.

Level 3 Significant unobservable inputs
Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data.

Following is a description of valuation methodologies used for assets recorded at fair value.

Investment Securities
Securities available for sale are valued on a recurring basis at quoted market prices where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable securities. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange or U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities and debentures issued by government sponsored entities, municipal bonds and corporate debt securities. In certain cases where there is limited activity or less transparency around inputs to valuations, securities are classified as Level 3 within the valuation hierarchy. Securities held to maturity are valued at quoted market prices or dealer quotes similar to securities available for sale. The carrying value of Other Investments, such as FHLB stock, approximates fair value based on their redemption provisions.

Mortgage Loans Held for Sale
Loans held for sale include mortgage loans which are saleable into the secondary mortgage markets and their fair values are estimated using observable quoted market or contracted prices or market price equivalents, which would be used by other market participants. These saleable loans are considered Level 2.

Loans
The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan may be considered impaired and an allowance for loan losses may be established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, management measures the impairment in accordance with FASB ASC 310, Receivables. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value, and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. At June 30, 2017, a significant portion of the impaired loans were evaluated based on the fair value of the collateral. In accordance with FASB ASC 820, Fair Value Measurement and Disclosures, impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company considers the impaired loan as nonrecurring Level 2. The Company s current loan and appraisal policies require the Bank to obtain updated appraisals on an as is basis at renewal, or in the case of an impaired loan, on an annual basis, either through a new external appraisal or an appraisal evaluation. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company considers the impaired loan as nonrecurring Level 3. The fair value of impaired loans may also be estimated using the present value of expected future cash flows to be realized on the loan, which is also considered a Level 3 valuation. These fair value estimates are subject to fluctuations in assumptions about the amount and timing of expected cash flows as well as the choice of discount rate used in the present value calculation.

Other Real Estate Owned (OREO)
OREO, consisting of properties obtained through foreclosure or in satisfaction of loans, is reported at the lower of cost or fair value, determined on the basis of current appraisals, comparable sales, and other estimates of value obtained principally from independent sources, adjusted for estimated selling costs (Level 2). At the time of foreclosure, any excess of the loan balance over the fair value of the real estate held as collateral is treated as a charge against the allowance for loan losses. Gains or losses on sale and generally any subsequent adjustments to the value are recorded as a component of real estate owned activity. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company considers the OREO as nonrecurring Level 3.

Derivative Financial Instruments
The Company estimates the fair value of IRLCs based on the value of the underlying mortgage loan, quoted MBS prices and an estimate of the probability that the mortgage loan will fund within the terms of the IRLC, net of commission expenses (Level 2). The Company estimates the fair value of forward sales commitments based on quoted MBS prices (Level 2).

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The tables below present the recorded amount of assets and liabilities measured at fair value on a recurring basis as of June 30, 2017 and December 31, 2016.

				June 30, 2017
(dollars in thousands)	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale				
US government agencies	$ -	9,200	-	9,200
SBA securities	-	4,417	-	4,417
State and political subdivisions	-	20,378	-	20,378
Mortgage-backed securities	-	47,384	-	47,384
Mortgage loans held for sale	-	11,480	-	11,480
Interest rate lock commitments	-	357	-	357
MBS forward sales commitments	-	72	-	72
Total assets measured at fair value on a recurring basis	$ -	93,288	-	93,288

				December 31, 2016
(dollars in thousands)	Level 1	Level 2	Level 3	Total
Assets				
Securities available for sale:				
US government agencies	$ -	6,159	-	6,159
SBA securities	-	1,437	-	1,437
State and political subdivisions	-	20,474	-	20,474
Mortgage-backed securities	-	36,410	-	36,410
Mortgage loans held for sale	-	7,801	-	7,801
Interest rate lock commitments	-	256	-	256
Total assets measured at fair value on a recurring basis	$ -	72,537	-	72,537
Liabilities				
MBS forward sales commitments	$ -	3	-	3
Total liabilities measured at fair value on a recurring basis	$ -	3	-	3

The Company has no liabilities carried at fair value or measured at fair value on a recurring basis as of June 30, 2017.

Assets and Liabilities Recorded at Fair Value on a Nonrecurring Basis

The Company is predominantly an asset based lender with real estate serving as collateral on more than 80% of loans as of June 30, 2017. Loans which are deemed to be impaired are valued net of the allowance for loan losses, and other real estate owned is valued at the lower of cost or net realizable value of the underlying real estate collateral. Such market values are generally obtained using independent appraisals, which the Company considers to be level 2 inputs. The tables below present the recorded amount of assets and liabilities measured at fair value on a nonrecurring basis as of June 30, 2017 and December 31, 2016.

				As of June 30, 2017
(dollars in thousands)	Level 1	Level 2	Level 3	Total
Assets				
Impaired loans	$ -	2,614	5,397	8,011
Other real estate owned	-	315	113	428
Total assets measured at fair value on a nonrecurring basis	$ -	2,929	5,510	8,439

	As of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Assets				
Impaired loans	$ -	4,075	4,438	8,513
Other real estate owned	-	526	113	639
Total assets measured at fair value on a nonrecurring basis	$ -	4,601	4,551	9,152

The Company has no liabilities carried at fair value or measured at fair value on a nonrecurring basis as of June 30, 2017 and December 31, 2016.

For Level 3 assets and liabilities measured at fair value on a recurring or nonrecurring basis as of June 30, 2017, the significant unobservable inputs used in the fair value measurements were as follows:

	Valuation Technique	Significant Unobservable Inputs	Range of Inputs
Impaired loans	Appraised Value/ Discounted Cash Flows	Discounts to appraisals or cash flows for estimated holding and/or selling costs or age of appraisal	0-25%
Other real estate owned	Appraised Value/ Comparable Sales	Discounts to appraisals for estimated holding or selling costs	0-25%

Fair Value of Financial Instruments

Financial instruments require disclosure of fair value information, whether or not recognized in the consolidated balance sheets, when it is practical to estimate the fair value. A financial instrument is defined as cash, evidence of an ownership interest in an entity or a contractual obligation which requires the exchange of cash. Certain items are specifically excluded from the disclosure requirements, including the Company s common stock, premises and equipment and other assets and liabilities.

The following is a description of valuation methodologies used to estimate fair value for certain other financial instruments.

Fair value approximates carrying value for the following financial instruments due to the short-term nature of the instrument: cash and due from banks, federal funds sold, federal funds purchased, and securities sold under agreement to repurchase.

Deposits Fair value for demand deposit accounts and interest-bearing accounts with no fixed maturity date is equal to the carrying value. The fair value of certificate of deposit accounts are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

FHLB Advances and Other Borrowings Fair value for FHLB advances and other borrowings are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

Junior subordinated debentures Fair value for junior subordinated debentures are estimated by discounting cash flows from expected maturities using current interest rates on similar instruments.

The Company has used management s best estimate of fair value based on the above assumptions. Thus, the fair values presented may not be the amounts that could be realized in an immediate sale or settlement of the instrument. In addition, any income taxes or other expenses, which would be incurred in an actual sale or settlement, are not taken into consideration in the fair value presented.

The estimated fair values of the Company s financial instruments at June 30, 2017 and December 31, 2016 are as follows:

					June 30, 2017
(dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial Assets:					
Other investments, at cost	$ 4,031	4,031	-	-	4,031
Loans, net	1,284,385	1,287,454	-	2,614	1,284,840
Financial Liabilities:					
Deposits	1,297,911	1,201,720	-	1,201,720	-
FHLB and other borrowings	73,200	73,606	-	73,606	-
Junior subordinated debentures	13,403	12,528	-	12,528	-

					December 31, 2016
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial Assets:					
Other investments, at cost	$ 5,742	5,742	-	-	5,742
Loans, net	1,148,789	1,149,527	-	4,075	1,145,452
Financial Liabilities:					
Deposits	1,091,151	1,004,923	-	1,004,923	-
FHLB and other borrowings	115,200	115,825	-	115,825	-
Junior subordinated debentures	13,403	12,026	-	12,026	-

NOTE 8 Earnings Per Common Share

The following schedule reconciles the numerators and denominators of the basic and diluted earnings per share computations for the three and six months ended June 30, 2017 and 2016. Dilutive common shares arise from the potentially dilutive effect of the Company s stock options that were outstanding at June 30, 2017. The assumed conversion of stock options can create a difference between basic and dilutive net income per common share. At June 30, 2017 and 2016, there were 120,681 and 97,500 options, respectively, that were not considered in computing diluted earnings per common share because they were anti-dilutive.

	Three months ended June 30,		Six months ended June 30,	
(dollars in thousands, except share data)	2017	2016	2017	2016
Numerator:				
Net income available to common shareholders	$ 3,604	3,306	6,716	6,312
Denominator:				
Weighted-average common shares outstanding basic	6,986,948	6,301,853	6,713,608	6,287,350
Common stock equivalents	379,260	400,967	385,773	395,776
Weighted-average common shares outstanding diluted	7,366,208	6,702,820	7,099,381	6,683,126
Earnings per common share:				
Basic	$ 0.52	0.52	1.00	1.00
Diluted	$ 0.49	0.49	0.95	0.94

NOTE 9 Reportable Segments

The Company s reportable segments represent the distinct product lines the Company offers and are viewed separately for strategic planning purposes by management. The three segments include Commercial and Retail Banking, Mortgage Banking, and Corporate. The following schedule presents financial information for each reportable segment.

	Three months ended June 30, 2017					Three months ended June 30, 2016				
(dollars in thousands)	Commercial and Retail Banking	Mortgage Banking	Corporate	Elimin-ations	Consol-idated	Commercial and Retail Banking	Mortgage Banking	Corporate	Elimin-ation	Cons idate
Interest income	$ 14,851	80	6	(6)	14,931	12,410	93	-	-	12,50
Interest expense	2,442	-	143	(6)	2,579	1,894	-	96	-	1,990
Net interest income (loss)	12,409	80	(137)	-	12,352	10,516	93	(96)	-	10,51
Provision for loan losses	500	-	-	-	500	575	-	-	-	575
Noninterest income	959	1,603	-	-	2,562	911	2,235	-	-	3,146
Noninterest expense	7,667	1,035	60	-	8,762	6,698	1,313	(158)	-	7,853
Net income (loss) before taxes	5,201	648	(197)	-	5,652	4,154	1,015	62	-	5,231
Income tax (provision) benefit	(1,877)	(240)	69	-	(2,048)	(1,525)	(387)	(13)	-	(1,92
Net income (loss)	$ 3,324	408	(128)	-	3,604	2,629	628	49	-	3,306
Total assets	$ 1,527,837	10,958	156,145	(155,714)	1,539,226	1,272,894	15,011	115,810	(113,005)	1,290

	Six months ended June 30, 2017					Six months ended June 30, 2016				
(dollars in thousands)	Commercial and Retail Banking	Mortgage Banking	Corporate	Elimin-ations	Consol-idated	Commercial and Retail Banking	Mortgage Banking	Corporate	Elimin-ations	Cons idate
Interest income	$ 28,744	146	8	(8)	28,890	24,677	155	1	(1)	24,83
Interest expense	4,665	-	274	(8)	4,931	3,817	-	196	(1)	4,012
Net interest income (loss)	24,079	146	(266)	-	23,959	20,860	155	(195)	-	20,82
Provision for loan losses	1,000	-	-	-	1,000	1,200	-	-	-	1,200
Noninterest income	1,954	2,660	-	-	4,614	2,022	3,682	-	-	5,704
Noninterest expense	15,114	1,883	126	-	17,123	13,032	2,214	123	-	15,36
Net income before taxes	9,919	923	(392)	-	10,450	8,650	1,623	(318)	-	9,955
Income tax (provision) benefit	(3,530)	(342)	138	-	(3,734)	(3,090)	(611)	58	-	(3,64
Net income (loss)	$ 6,389	581	(254)	-	6,716	5,560	1,012	(260)	-	6,312
Total assets	$ 1,527,837	10,958	156,145	(155,714)	1,539,226	1,272,894	15,011	115,810	(113,005)	1,290

Commercial and retail banking. The Company s primary business is to provide traditional deposit and lending products and services to its commercial and retail banking clients.

Mortgage banking. The mortgage banking segment provides mortgage loan origination services for loans that will be sold in the secondary market to investors.

Corporate. Corporate is comprised primarily of compensation and benefits for certain members of management and interest on parent company debt.

Item 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion reviews our results of operations for the three- and six-month periods ended June 30, 2017 as compared to the three- and six-month periods ended June 30, 2016 and assesses our financial condition as of June 30, 2017 as compared to December 31, 2016. You should read the following discussion and analysis in conjunction with the accompanying consolidated financial statements and the related notes and the consolidated financial statements and the related notes for the year ended December 31, 2016 included in our Annual Report on Form 10-K for that period. Results for the three- and six-month periods ended June 30, 2017 are not necessarily indicative of the results for the year ending December 31, 2017 or any future period.

Cautionary Warning Regarding Forward-Looking Statements

This report, including information included or incorporated by reference in this report, contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may relate to our financial condition, results of operations, plans, objectives, or future performance. These statements are based on many assumptions and estimates and are not guarantees of future performance. Our actual results may differ materially from those anticipated in any forward-looking statements, as they will depend on many factors about which we are unsure, including many factors which are beyond our control. The words may, would, could, should, will, expect, anticipate, predict, project, potential, believe, continue, assume, intend, plan, and es expressions, are meant to identify such forward-looking statements. Potential risks and uncertainties that could cause our actual results to differ from those anticipated in any forward-looking statements include, but are not limited to, those described under Item 1A- Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2016, as well as the following:

Restrictions or conditions imposed by our regulators on our operations;

Increases in competitive pressure in the banking and financial services industries;

Our ability to identify and retain individuals with experience and relationships in the markets in which we intend to expand, including our recently announced Raleigh, North Carolina and Atlanta, Georgia markets;

The time and costs of evaluating new markets, hiring or retaining experienced local management, and opening new offices and the time lags between these activities and the generation of sufficient assets and deposits to support the costs of the expansion;

Changes in access to funding or increased regulatory requirements with regard to funding;

Changes in deposit flows;

Credit losses as a result of declining real estate values, increasing interest rates, increasing unemployment, changes in payment behavior or other factors;

Credit losses due to loan concentration;

Changes in the amount of our loan portfolio collateralized by real estate and weaknesses in the real estate market;

Our ability to successfully execute our business strategy;

Our ability to attract and retain key personnel;

Changes in the interest rate environment which could reduce anticipated or actual margins;

Changes in political conditions or the legislative or regulatory environment, including governmental initiatives affecting the financial services industry;

Changes in economic conditions resulting in, among other things, a deterioration in credit quality;

Changes occurring in business conditions and inflation;

Cybersecurity breaches, including potential business disruptions or financial losses;

Changes in technology;

The adequacy of the level of our allowance for loan losses and the amount of loan loss provisions required in future periods;

Examinations by our regulatory authorities, including the possibility that the regulatory authorities may, among other things, require us to increase our allowance for loan losses or write-down assets;

Changes in monetary and tax policies;

The rate of delinquencies and amounts of loans charged-off;

The rate of loan growth in recent years and the lack of seasoning of a portion of our loan portfolio;

Our ability to maintain appropriate levels of capital and to comply with our capital ratio requirements;

Adverse changes in asset quality and resulting credit risk-related losses and expenses;

Changes in accounting policies and practices; and

Other risks and uncertainties detailed in Part I,. Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2016, in Part II, Item 1A of this Quarterly Report on Form 10-Q, and from time to time in our other filings with the Securities and Exchange Commission (the SEC).

If any of these risks or uncertainties materialize, or if any of the assumptions underlying such forward-looking statements proves to be incorrect, our results could differ materially from those expressed in, implied or projected by, such forward-looking statements. For information with respect to factors that could cause actual results to differ from the expectations stated in the forward-looking statements, see Risk Factors under Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2016 and Risk Factors under Part II, Item 1A of this Quarterly Report on Form 10-Q. We urge investors to consider all of these factors carefully in evaluating the forward-looking statements contained in this Quarterly Report on Form 10-Q. We make these forward-looking statements as of the date of this document and we do not intend, and assume no obligation, to update the forward-looking statements or to update the reasons why actual results could differ from those expressed in, or implied or projected by, the forward-looking statements.

OVERVIEW

Our business model continues to be client-focused, utilizing relationship teams to provide our clients with a specific banker contact and support team responsible for all of their banking needs. The purpose of this structure is to provide a consistent and superior level of professional service, and we believe it provides us with a distinct competitive advantage. We consider exceptional client service to be a critical part of our culture, which we refer to as "ClientFIRST."

At June 30, 2017, we had total assets of $1.54 billion, a 14.8% increase from total assets of $1.34 billion at December 31, 2016. The largest components of our total assets are net loans and securities which were $1.28 billion and $85.4 million, respectively, at June 30, 2017. Comparatively, our net loans and securities totaled $1.15 billion and $70.2 million, respectively, at December 31, 2016. Our liabilities and shareholders equity at June 30, 2017 totaled $1.40 billion and $142.7 million, respectively, compared to liabilities of $1.23 billion and shareholders equity of $109.9 million at December 31, 2016. The principal component of our liabilities is deposits which were $1.30 billion and $1.09 billion at June 30, 2017 and December 31, 2016, respectively.

On May 2, 2017, we issued a total of 805,000 shares of our common stock at $32.75 per share in a public offering. Proceeds from the offering were used to improve our capital structure, including to repay our former $10 million holding company line of credit, to fund future organic growth, and for working capital and other general corporate purposes.

Like most community banks, we derive the majority of our income from interest received on our loans and investments. Our primary source of funds for making these loans and investments is our deposits, on which we pay interest. Consequently, one of the key measures of our success is our amount of net interest income, or the difference between the income on our interest-earning assets, such as loans and investments, and the expense on our interest-bearing liabilities, such as deposits and borrowings. Another key measure is the spread between the yield we earn on these interest-earning assets and the rate we pay on our interest-bearing liabilities, which is called our net interest spread. In addition to earning interest on our loans and investments, we earn income through fees and other charges to our clients.

Our net income to common shareholders was $3.6 million and $3.3 million for the three months ended June 30, 2017 and 2016, respectively, an increase of $298 thousand, or 9.0%. Diluted earnings per share (EPS) was $0.49 for the second quarter of 2017 and 2016. The increase in net income resulted primarily from an increase in net interest income, partially offset by a decrease in noninterest income and an increase in noninterest expense.

Our net income to common shareholders was $6.7 million and $6.3 million for the six months ended June 30, 2017 and 2016, respectively, an increase of $404 thousand, or 6.4%. Diluted EPS was $0.95 for the six months ended June 30, 2017 as compared to $0.94 for the same period in 2016. The increase in net income resulted primarily from an increase in net interest income, partially offset by a decrease in noninterest income and an increase in noninterest expense.

Economic conditions, competition, and the monetary and fiscal policies of the Federal government significantly affect most financial institutions, including the Bank. Lending and deposit activities and fee income generation are influenced by levels of business spending and investment, consumer income, consumer spending and savings, capital market activities, and competition among financial institutions, as well as customer preferences, interest rate conditions and prevailing market rates on competing products in our market areas.

RESULTS OF OPERATIONS

Net Interest Income and Margin

Our level of net interest income is determined by the level of earning assets and the management of our net interest margin. Our net interest income was $12.4 million for the three-month period ended June 30, 2017, a 17.5% increase over net interest income of $10.5 million for the same period in 2016. In comparison, our average earning assets increased 21.3%, or $250.3 million, during the second quarter of 2017 compared to the second quarter of 2016, while our average interest-bearing liabilities increased by $169.1 million during the same period. Our net interest income was $24.0 million for the six-month period ended June 30, 2017, a 15.1% increase over net interest income of $20.8 million for the same period in 2016. In comparison, our average earning assets increased 17.8%, or $207.5 million, during the first six months of 2017 compared to the first six months of 2016, while our average interest-bearing liabilities increased by $130.1 million during the same period. The increase in average earning assets is primarily related to an increase in average loans and federal funds sold, while the increase in average interest-bearing liabilities is primarily a result of an increase in interest-bearing deposits, partially offset by a decrease in our FHLB advances and other borrowings.

We have included a number of tables to assist in our description of various measures of our financial performance. For example, the Average Balances, Income and Expenses, Yields and Rates table reflects the average balance of each category of our assets and liabilities as well as the yield we earned or the rate we paid with respect to each category during the three and six month periods ended June 30, 2017 and 2016. A review of this table shows that our loans typically provide higher interest yields than do other types of interest-earning assets, which is why we direct a substantial percentage of our earning assets into our loan portfolio. Similarly, the Rate/Volume Analysis table demonstrates the effect of changing interest rates and changing volume of assets and liabilities on our financial condition during the periods shown. We also track the sensitivity of our various categories of assets and liabilities to changes in interest rates, and we have included tables to illustrate our interest rate sensitivity with respect to interest-earning accounts and interest-bearing accounts.

The following tables set forth information related to our average balance sheets, average yields on assets, and average costs of liabilities. We derived these yields by dividing income or expense by the average balance of the corresponding assets or liabilities. We derived average balances from the daily balances throughout the periods indicated. During the same periods, we had no securities purchased with agreements to resell. All investments owned have an original maturity of over one year. Nonaccrual loans are included in the following tables. Loan yields have been reduced to reflect the negative impact on our earnings of loans on nonaccrual status. The net of capitalized loan costs and fees are amortized into interest income on loans.

Average Balances, Income and Expenses, Yields and Rates

	For the Three Months Ended June 30,					
	2017			2016		
(dollars in thousands)	Average Balance	Income/ Expense	Yield/ Rate[1]	Average Balance	Income/ Expense	Yield/ Rate[1]
Interest-earning assets						
Federal funds sold	$ 95,214	$ 261	1.10%	$ 32,598	$ 46	0.57%
Investment securities, taxable	53,296	269	2.02%	66,128	327	1.99%
Investment securities, nontaxable[2]	19,879	195	3.94%	21,032	211	4.04%
Loans[3]	1,260,007	14,280	4.55%	1,058,296	11,999	4.56%
Total interest-earning assets	1,428,396	15,005	4.21%	1,178,054	12,583	4.30%
Noninterest-earning assets	66,916			62,111		
Total assets	$ 1,495,312			$ 1,240,165		
Interest-bearing liabilities						
NOW accounts	$ 225,577	106	0.19%	$ 208,078	81	0.16%
Savings & money market	446,890	821	0.74%	322,753	327	0.41%
Time deposits	329,497	812	0.99%	262,334	538	0.82%
Total interest-bearing deposits	1,001,964	1,739	0.70%	793,165	946	0.48%
FHLB advances and other borrowings	75,469	729	3.87%	115,200	952	3.33%
Junior subordinated debentures	13,403	111	3.32%	13,403	92	2.76%
Total interest-bearing liabilities	1,090,836	2,579	0.95%	921,768	1,990	0.87%
Noninterest-bearing liabilities	272,096			217,948		
Shareholders equity	132,380			100,449		
Total liabilities and shareholders equity	$ 1,495,312			$ 1,240,165		
Net interest spread			3.26%			3.43%
Net interest income (tax equivalent) / margin		$ 12,426	3.49%		$ 10,593	3.62%
Less: tax-equivalent adjustment[2]		74			80	
Net interest income		$ 12,352			$ 10,513	

(1) Annualized for the three month period.
(2) The tax-equivalent adjustment to net interest income adjusts the yield for assets earning tax-exempt income to a comparable yield on a taxable basis.
(3) Includes mortgage loans held for sale.

Our net interest margin, on a tax-equivalent basis, was 3.49% for the three months ended June 30, 2017 compared to 3.62% for the second quarter of 2016. The 13 basis point decline in net interest margin was driven by the lower yield on our interest-earning assets combined with the increased rate on our interest-bearing liabilities compared to the prior year. While our average interest-earning assets grew by $250.3 million during the second quarter of 2017 as compared to the same period in 2016, the average yield on these assets declined by nine basis points. In addition, our average interest-bearing liabilities grew by $169.1 million during the 2017 period while the rate on these liabilities increased eight basis points to 0.95% for the three months ended June 30, 2017.

The $250.3 million increase in average interest-earning assets for the three months ended June 30, 2017, as compared to the same quarter in 2016, primarily related to a $201.7 million increase in our average loan balances and a $62.6 million increase in Federal funds sold. However, the nine basis point decrease in yield on these assets was driven by an increase in our average Federal funds sold balances during the quarter due to a lower yield when compared to our loan portfolio and other investments. The increase in Federal funds sold is a result of our efforts to improve our liquidity position for future cash needs.

In addition, our average interest-bearing liabilities increased by $169.1 million during the second quarter of 2017 as compared to the second quarter of 2016, while the cost of our interest-bearing liabilities increased by eight basis points during the same period. The increased rate during the 2017 period resulted primarily from a $208.8 million increase in our interest-bearing deposits at an average rate of 0.70%, a 22 basis point increase from the second quarter of 2016. In addition, the cost of our other interest-bearing liabilities, the majority of which are at variable rates tied to Libor, increased in relation to current market rates and trends.

Our net interest spread was 3.26% for the three months ended June 30, 2017 compared to 3.43% for the same period in 2016. The net interest spread is the difference between the yield we earn on our interest-earning assets and the rate we pay on our interest-bearing liabilities. The nine basis point reduction in yield on our interest-earning assets and the eight basis point increase in rate on our interest-bearing liabilities resulted in a 17 basis point decrease in our net interest spread for the 2017 period.

	For the Six Months Ended June 30,					
			2017			2016
(dollars in thousands)	Average Balance	Income/ Expense	Yield/ Rate(1)	Average Balance	Income/ Expense	Yield/ Rate(1)
Interest-earning assets						
Federal funds sold	$ 62,545	$ 318	1.03%	$ 30,344	$ 91	0.60%
Investment securities, taxable	51,740	523	2.04%	66,667	682	2.06%
Investment securities, nontaxable (2)	19,748	392	4.00%	20,568	427	4.18%
Loans	1,236,544	27,806	4.53%	1,045,544	23,794	4.58%
Total interest-earning assets	1,370,577	29,039	4.27%	1,163,123	24,994	4.32%
Noninterest-earning assets	66,086			60,710		
Total assets	$ 1,436,663			$ 1,223,833		
Interest-bearing liabilities						
NOW accounts	$ 222,677	205	0.19%	$ 198,963	134	0.14%
Savings & money market	417,217	1,373	0.66%	324,538	670	0.42%
Time deposits	301,012	1,411	0.95%	270,878	1,130	0.84%
Total interest-bearing deposits	940,906	2,989	0.64%	794,379	1,934	0.49%
Note payable and other borrowings	99,274	1,727	3.51%	115,722	1,893	3.29%
Junior subordinated debentures	13,403	215	3.23%	13,403	185	2.78%
Total interest-bearing liabilities	1,053,583	4,931	0.94%	923,504	4,012	0.87%
Noninterest-bearing liabilities	260,851			201,622		
Shareholders equity	122,229			98,707		
Total liabilities and shareholders equity	$ 1,436,663			$ 1,223,833		
Net interest spread			3.33%			3.45%
Net interest income (tax equivalent) / margin		$24,108	3.55%		$20,982	3.63%
Less: tax-equivalent adjustment (2)		149			162	
Net interest income		$ 23,959			$ 20,820	

(1) Annualized for the six month period.

(2) The tax-equivalent adjustment to net interest income adjusts the yield for assets earning tax-exempt income to a comparable yield on a taxable basis.

(3) Includes mortgage loans held for sale.

Our net interest margin, on a tax-equivalent basis, was 3.55% for the six months ended June 30, 2017 compared to 3.63% for the first six months of 2016. The decrease in net interest margin as compared to the same period in 2016 was driven primarily by a five basis point reduction in the yield on our interest-earning assets, combined with a seven basis point increase in the cost of our interest-bearing liabilities.

Our average interest-earning assets increased by $207.5 million as compared to the 2016 period related primarily to a $191.0 million increase in our average loan balances for the 2017 period. However, the yield on our interest-earning assets decreased by five basis points due primarily to a five basis point decrease in our loan yield combined with an increase in our average Federal funds sold balances during the period which yielded a lower rate when compared to our loan portfolio and other investments. The decline in yield on our loan portfolio was driven primarily by loans being originated or renewed at market rates which are lower than those in the past.

In addition, our average interest-bearing liabilities increased by $130.1 million during the six months ended June 30, 2017 as compared to the first six months of 2016. The cost of our interest-bearing liabilities increased seven basis points during the same period, driven by a $146.5 million increase in our average interest-bearing deposits at a rate 15 basis points higher than in the second quarter of 2016.

Our net interest spread was 3.33% for the six months ended June 30, 2017 compared to 3.45% for the same period in 2016. The 12 basis point decrease in our net interest spread for the 2017 period was driven by the five basis point reduction in yield on our interest-earning assets paired with the seven basis point increase in cost on our interest-bearing liabilities.

Rate/Volume Analysis

Net interest income can be analyzed in terms of the impact of changing interest rates and changing volume. The following table sets forth the effect which the varying levels of interest-earning assets and interest-bearing liabilities and the applicable rates have had on changes in net interest income for the periods presented.

	Three Months Ended								
		June 30, 2017 vs. 2016 Increase (Decrease) Due to				June 30, 2016 vs. 2015 Increase (Decrease) Due to			
(dollars in thousands)		Volume	Rate	Rate/ Volume	Total	Volume	Rate	Rate/ Volume	Total
Interest income									
Loans	$	2,326	(38)	(7)	2,281	1,251	(173)	(20)	1,058
Investment securities		(72)	5	(1)	(68)	192	(58)	(32)	102
Federal funds sold		89	43	83	215	6	16	5	27
Total interest income		2,343	10	75	2,428	1,449	(215)	(47)	1,187
Interest expense									
Deposits		250	430	113	793	140	(41)	(7)	92
FHLB advances and other borrowings		(325)	156	(54)	(223)	-	62	-	62
Junior subordinated debt		-	19	-	19	-	11	-	11
Total interest expense		(75)	605	59	589	140	32	(7)	165
Net interest income	$	2,418	(595)	16	1,839	1,309	(247)	(40)	1,022

Net interest income, the largest component of our income, was $12.4 million for the three-month period ended June 30, 2017 and $10.5 million for the three months ended June 30, 2016, a $1.8 million, or 17.5%, increase during the second quarter of 2017. The increase in net interest income is due to a $2.4 million increase in interest income, partially offset by a $589,000 increase in interest expense. During the second quarter of 2017, the primary driver of the increase in net interest income was the $201.7 million increase in our average loan balances as compared to the second quarter of 2016.

						Six Months Ended			
		June 30, 2017 vs. 2016 Increase (Decrease) Due to				June 30, 2016 vs. 2015 Increase (Decrease) Due to			
(dollars in thousands)		Volume	Rate	Rate/ Volume	Total	Volume	Rate	Rate/ Volume	Total
Interest income									
Loans	$	4,431	(354)	(65)	4,012	2,712	(229)	(30)	2,453
Investment securities		(169)	(15)	3	(181)	381	(108)	(57)	216
Federal funds sold		97	63	67	227	1	43	2	46
Total interest income		4,359	(306)	5	4,058	3,094	(294)	(85)	2,715
Interest expense									
Deposits		404	539	112	1,055	285	24	4	313
Note payable and other		(261)	111	(16)	(166)	(61)	186	(6)	119
Junior subordinated debt		-	30	-	30	-	24	-	24
Total interest expense		143	680	96	919	224	234	(2)	456
Net interest income	$	4,216	(986)	(91)	3,139	2,870	(528)	(83)	2,259

Net interest income for the six months ended June 30, 2017 was $24.0 million compared to $20.8 million for the first six months ended June 30, 2016, a $3.1 million, or 15.1% increase during the first six months of 2017 compared to the same period in 2016. The increase in net interest income is due to a $4.1 million increase in interest income, offset in part by a $919,000 increase in interest expense. The $191.0 million increase in average loan balances during the six months ended June 30, 2017 as compared to the six months ended June 30, 2016 was the primary driver of the increase in net interest income during the 2017 period.

Provision for Loan Losses

We have established an allowance for loan losses through a provision for loan losses charged as an expense on our consolidated statements of income. We review our loan portfolio periodically to evaluate our outstanding loans and to measure both the performance of the portfolio and the adequacy of the allowance for loan losses. Please see the discussion below under Balance Sheet Review Allowance for Loan Losses for a description of the factors we consider in determining the amount of the provision we expense each period to maintain this allowance.

For the three and six months ended June 30, 2017, we incurred a noncash expense related to the provision for loan losses of $500,000 and $1.0 million, respectively, which resulted in an allowance for loan losses of $15.4 million, or 1.19% of gross loans, for the 2017 period. For the three and six months ended June 30, 2016, our provision for loan losses of $575,000 and $1.2 million, respectively, resulted in an allowance for loan losses of $14.3 million, or 1.34% of gross loans, for the 2016 period. During the past 12 months, our loan balances increased by $234.3 million, while the amount of our nonperforming loans and classified loans declined. Factors such as these are also considered in determining the amount of loan loss provision necessary to maintain our allowance for loan losses at an adequate level.

Noninterest Income

The following table sets forth information related to our noninterest income.

	Three months ended June 30,		Six months ended June 30,	
(dollars in thousands)	**2017**	**2016**	**2017**	**2016**
Mortgage banking income	$ 1,603	2,235	2,660	3,682
Service fees on deposit accounts	284	244	561	463
Income from bank owned life insurance	183	180	366	366
Gain on sale of investment securities	2	19	2	325
Loss on disposal of fixed assets	(50)	-	(50)	-
Other income	540	468	1,075	868
Total noninterest income	$ 2,562	3,146	4,614	5,704

Noninterest income decreased $584,000, or 18.6%, for the second quarter of 2017 as compared to the same period in 2016. The decrease in total noninterest income during the 2017 period resulted primarily from the following:

Mortgage banking income decreased by $632,000, or 28.3%, driven by lower origination volume during the second quarter due to an overall increase in the average market rate for new mortgage loan originations. We anticipate that our mortgage origination volume for 2017 may not be at the same levels experienced during during 2016 due primarily to the overall increase in the average market rate for new mortgage loans.

A gain on sale of investment securities of $2,000 was recognized in the second quarter of 2017 while there was a $19,000 gain recognized during the same period in 2016.

A loss on disposal of fixed assets of $50,000 during the second quarter of 2017 related to our move from a leased space to our new building in Charleston, South Carolina while there was no gain or loss recognized during the same period in 2016.

Partially offsetting these decreases in noninterest income was a $40,000 increase in service fees on deposit accounts, driven by non-sufficient funds (NSF) fee income, and a $72,000 increase in other income due to increased loan fee income, including late charges, line of credit fees, and ATM/debit card exchange income.

Noninterest income decreased $1.1 million, or 19.1%, during the six months ended June 30, 2017 as compared to the same period in 2016. The decrease in total noninterest income during the six months ended June 30, 2017 resulted primarily from a $1.1 million decrease in mortgage banking income and a $323,000 decrease in gain on sale of investment securities as compared to the prior period. Partially offsetting these decreases in noninterest income, was a $98,000 increase in service fees on deposit accounts and a $207,000 increase in other income which consists primarily of ATM/debit card transactions as well as wire transfer fees.

In accordance with the requirement set forth under the Dodd-Frank Wall Street Reform and Consumer Protection Act, in June 2011, the Federal Reserve approved a final rule which caps an issuer's base interchange fee at 21 cents per transaction and allows an additional 5 basis point charge per transaction to help cover fraud losses. Although the rule does not apply to institutions with less than $10 billion in assets, such as our Bank, there is concern that the price controls may harm community banks, which could be pressured by the marketplace to lower their own interchange rates. Our ATM/Debit card fee income is included in other noninterest income and was $290,000 and $221,000 for the three months ended June 30, 2017 and 2016, respectively, and $552,000 and $421,000 for the six months ended June 30, 2017 and 2016, respectively, the majority of which related to interchange fee income.

Noninterest expenses

The following table sets forth information related to our noninterest expenses.

	Three months ended		Six months ended	
		June 30,		June 30,
(dollars in thousands)	2017	2016	2017	2016
Compensation and benefits	$ 5,524	4,855	10,798	9,405
Occupancy	1,033	892	1,999	1,762
Real estate owned expenses	(3)	359	10	644
Outside service and data processing	823	628	1,568	1,226
Insurance	297	217	587	450
Professional fees	382	284	695	538
Marketing	196	199	407	430
Other	510	419	1,059	914
Total noninterest expense	$ 8,762	7,853	17,123	15,369

Noninterest expense was $8.8 million for the three months ended June 30, 2017, a $909,000, or 11.6%, increase from noninterest expense of $7.9 million for the three months ended June 30, 2016. Significant fluctuations in noninterest expenses resulted from the following:

Compensation and benefits expense increased $669,000, or 13.8%, relating primarily to increases in base compensation, incentive compensation and benefits expenses. Base compensation increased by $499,000 driven by the cost of 28 additional employees, nine of which were hired in conjunction with the opening of our new offices in Raleigh, North Carolina and Atlanta, Georgia; four of which were hired as additional team leaders in our existing markets; and the remainder of which were hired to support loan and deposit growth as well as mortgage operations. Incentive compensation increased by $59,000 and benefits expense increased by $51,000 during the 2017 period. The increase in incentive compensation related to the additional number of employees at June 30, 2017 while the increase in benefits expenses was driven by an increase in payroll taxes and group insurance costs for the 2017 period.

Occupancy expenses increased by $141,000, or 15.8%, driven primarily by increased rent expense as well as additional depreciation and property tax expenses on the properties we own.

Outside service and data processing costs increased by $195,000, or 31.1%, driven by increased item processing, electronic banking, software licensing and maintenance costs as well as ATM/debit card related expenses.

Professional fees increased by $98,000, or 34.5%, due primarily to increased audit and accounting fees, professional recruiting fees, as well as other professional service fees related to our mortgage operations.

- Other noninterest expenses increased by $91,000, or 21.7%, driven by an increase in travel and entertainment, collections, and corporate dues and subscriptions expenses.

Partially offsetting the increases in noninterest expense was a decrease in real estate owned expenses of $362,000, or 100.0%, due primarily to a loss on sale of property during the 2016 period.

Noninterest expense for the six months ended June 30, 2017 increased 11.4%, or $1.8 million, as compared to the six months ended June 30, 2016. The increase was driven primarily by the $1.4 million increase in compensation and benefits expense, $342,000 in outside service and data processing fees, and $237,000 in occupancy fees. Partially offsetting the increases in noninterest expense was a decrease of $634,000 in real estate owned expenses during the first six months of 2017.

Our efficiency ratio was 58.8% for the second quarter of 2017 compared to 57.5% for the same period in 2016. The efficiency ratio represents the percentage of one dollar of expense required to be incurred to earn a full dollar of revenue and is computed by dividing noninterest expense by the sum of net interest income and noninterest income. The slight increase during the 2017 period relates primarily to the increase in noninterest expenses combined with the decrease in noninterest income compared to the prior year.

We incurred income tax expense of $2.0 million and $1.9 million for the three months ended June 30, 2017 and 2016, respectively, and $3.7 million and $3.6 million for the six months ended June 30, 2017 and 2016, respectively. Our effective tax rate was 35.7% and 36.6% for the six months ended June 30, 2017 and 2016, respectively. In the first quarter of 2017, we adopted the new FASB guidance which simplified several aspects of the accounting for share-based payment award transactions, including income tax consequences. As a result, our income tax expense was reduced by $100,000 for the six months ended June 30, 2017.

BALANCE SHEET REVIEW

Investment Securities

At June 30, 2017, the $85.4 million in our investment securities portfolio represented approximately 5.5% of our total assets. Our available for sale investment portfolio included US government agency securities, SBA securities, state and political subdivisions, and mortgage-backed securities with a fair value of $81.4 million and an amortized cost of $81.6 million resulting in an unrealized loss of $270,000. At December 31, 2016, the $70.2 million in our investment securities portfolio represented approximately 5.2% of our total assets. At December 31, 2016, we held investment securities available for sale with a fair value of $64.5 million and an amortized cost of $65.2 million for an unrealized loss of $764,000.

Loans

Since loans typically provide higher interest yields than other types of interest earning assets, a substantial percentage of our earning assets are invested in our loan portfolio. Average loans for the six months ended June 30, 2017 and 2016 were $1.24 billion and $1.05 billion, respectively. Before the allowance for loan losses, total loans outstanding at June 30, 2017 and December 31, 2016 were $1.30 billion and $1.16 billion, respectively.

The principal component of our loan portfolio is loans secured by real estate mortgages. As of June 30, 2017, our loan portfolio included $1.1 billion, or 82.0%, of real estate loans. As of December 31, 2016, real estate loans made up 81.1% of our loan portfolio and totaled $943.5 million. Most of our real estate loans are secured by residential or commercial property. We obtain a security interest in real estate, in addition to any other available collateral. This collateral is taken to increase the likelihood of the ultimate repayment of the loan. Generally, we limit the loan-to-value ratio on loans to coincide with the appropriate regulatory guidelines. We attempt to maintain a relatively diversified loan portfolio to help reduce the risk inherent in concentration in certain types of collateral and business types. We do not generally originate traditional long term residential mortgages to hold in our loan portfolio, but we do issue traditional second mortgage residential real estate loans and home equity lines of credit. Home equity lines of credit totaled $147.1 million as of June 30, 2017, of which approximately 41% were in a first lien position, while the remaining balance was second liens, compared to $137.1 million as of December 31, 2016, with approximately 39% in first lien positions and the remaining balance in second liens. The average loan had a balance of approximately $89,000 and a loan to value of 71% as of June 30, 2017, compared to an average loan balance of $91,000 and a loan to value of approximately 73% as of December 31, 2016. Further, 0.5% and 0.3% of our total home equity lines of credit were over 30 days past due as of June 30, 2017 and December 31, 2016, respectively.

Following is a summary of our loan composition at June 30, 2017 and December 31, 2016. During the first six months of 2017, our loan portfolio increased by $136.2 million, or 11.7%. Our commercial and consumer loan portfolios each experienced growth during the six months ended June 30, 2017 with a 12.7% increase in commercial loans and a 9.9% increase in consumer loans during the period. Of the $136.2 million in loan growth during the first six months of 2017, $121.9 million of the increase was in loans secured by real estate, $10.2 million in commercial business loans, and $4.2 million in other consumer loans. Our consumer real estate portfolio includes high quality 1-4 family consumer real estate loans. Our average consumer real estate loan currently has a principal balance of $349,000, a term of 9 years, and an average rate of 4.33% as of June 30, 2017, compared to $341,000 a term of nine years, and an average rate of 4.34% as of December 31, 2016.

	June 30, 2017		December 31, 2016	
(dollars in thousands)	Amount	% of Total	Amount	% of Total
Commercial				
Owner occupied RE	$ 310,696	23.9%	$ 285,938	24.6%
Non-owner occupied RE	292,001	22.5%	239,574	20.6%
Construction	42,447	3.3%	33,393	2.9%
Business	212,703	16.3%	202,552	17.4%
Total commercial loans	857,847	66.0%	761,457	65.5%
Consumer				
Real estate	233,401	18.0%	215,588	18.5%
Home equity	147,091	11.3%	137,105	11.8%
Construction	39,758	3.0%	31,922	2.7%
Other	21,732	1.7%	17,572	1.5%
Total consumer loans	441,982	34.0%	402,187	34.5%
Total gross loans, net of deferred fees	1,299,829	100.0%	1,163,644	100.0%
Less allowance for loan losses	(15,444)		(14,855)	
Total loans, net	$ 1,284,385		$ 1,148,789	

Nonperforming assets

Nonperforming assets include real estate acquired through foreclosure or deed taken in lieu of foreclosure and loans on nonaccrual status. Generally, a loan is placed on nonaccrual status when it becomes 90 days past due as to principal or interest, or when we believe, after considering economic and business conditions and collection efforts, that the borrower s financial condition is such that collection of the contractual principal or interest on the loan is doubtful. A payment of interest on a loan that is classified as nonaccrual is recognized as a reduction in principal when received. Our policy with respect to nonperforming loans requires the borrower to make a minimum of six consecutive payments in accordance with the loan terms and to show capacity to continue performing into the future before that loan can be placed back on accrual status. As of June 30, 2017 and December 31, 2016, we had no loans 90 days past due and still accruing.

Following is a summary of our nonperforming assets, including nonaccruing TDRs.

(dollars in thousands)	June 30, 2017	December 31, 2016
Commercial	$ 3,774	3,673
Consumer	735	819
Nonaccruing troubled debt restructurings	749	990
Total nonaccrual loans	5,258	5,482
Other real estate owned	428	639
Total nonperforming assets	$ 5,686	6,121

At June 30, 2017, nonperforming assets were $5.7 million, or 0.37% of total assets and 0.44% of gross loans. Comparatively, nonperforming assets were $6.1 million, or 0.46% of total assets and 0.53% of gross loans at December 31, 2016. Nonaccrual loans were $5.3 million at June 30, 2017, a $224,000 decrease from December 31, 2016. During the first six months of 2017, three loans were put on nonaccrual status and nine nonaccrual loans were either paid or charged-off. The amount of foregone interest income on the nonaccrual loans in the first six months of 2017 and 2016 was approximately $181,000 and $221,000, respectively.

Nonperforming assets include other real estate owned which totaled $428,000 at June 30, 2017, a $211,000 decrease from December 31, 2016. The balance at June 30, 2017 includes six commercial properties totaling $241,000 and two residential properties totaling $187,000. All of these properties are located in the Upstate of South Carolina. We believe that these properties are appropriately valued at the lower of cost or market as of June 30, 2017.

36

At June 30, 2017 and 2016, the allowance for loan losses represented 293.8% and 250.6% of the total amount of nonperforming loans, respectively. A significant portion, or 74%, of nonperforming loans at June 30, 2017 is secured by real estate. Our nonperforming loans have been written down to approximately 55% of their original nonperforming balance. We have evaluated the underlying collateral on these loans and believe that the collateral on these loans is sufficient to minimize future losses. Based on the level of coverage on nonperforming loans and analysis of our loan portfolio, we believe the allowance for loan losses of $15.4 million as of June 30, 2017 to be adequate.

As a general practice, most of our loans are originated with relatively short maturities of less than 10 years. As a result, when a loan reaches its maturity we frequently renew the loan and thus extend its maturity using the same credit standards as those used when the loan was first originated. Due to these loan practices, we may, at times, renew loans which are classified as nonperforming after evaluating the loan s collateral value and financial strength of its guarantors. Nonperforming loans are renewed at terms generally consistent with the ultimate source of repayment and rarely at reduced rates. In these cases the Company will seek additional credit enhancements, such as additional collateral or additional guarantees to further protect the loan. When a loan is no longer performing in accordance with its stated terms, the Company will typically seek performance under the guarantee.

In addition, at June 30, 2017, 82.0% of our loans are collateralized by real estate and 76% of our impaired loans are secured by real estate. The Company utilizes third party appraisers to determine the fair value of collateral dependent loans. Our current loan and appraisal policies require the Company to obtain updated appraisals on an annual basis, either through a new external appraisal or an appraisal evaluation. Impaired loans are individually reviewed on a quarterly basis to determine the level of impairment. As of June 30, 2017, we do not have any impaired real estate loans carried at a value in excess of the appraised value. We typically charge-off a portion or create a specific reserve for impaired loans when we do not expect repayment to occur as agreed upon under the original terms of the loan agreement.

At June 30, 2017, impaired loans totaled $11.3 million for which $7.3 million of these loans have a reserve of approximately $3.3 million allocated in the allowance. During the first six months of 2017, the average recorded investment in impaired loans was approximately $11.6 million. Comparatively, impaired loans totaled $11.2 million at December 31, 2016, and $7.5 million of these loans had a reserve of approximately $2.6 million allocated in the allowance. During 2016, the average recorded investment in impaired loans was approximately $11.6 million.

We consider a loan to be a TDR when the debtor experiences financial difficulties and we provide concessions such that we will not collect all principal and interest in accordance with the original terms of the loan agreement. Concessions can relate to the contractual interest rate, maturity date, or payment structure of the note. As part of our workout plan for individual loan relationships, we may restructure loan terms to assist borrowers facing challenges in the current economic environment. As of June 30, 2017, we determined that we had loans totaling $6.8 million that we considered TDRs. As of December 31, 2016, we had loans totaling $6.7 million that we considered TDRs.

Allowance for Loan Losses

The allowance for loan losses was $15.4 million and $14.3 million at June 30, 2017 and 2016, respectively, or 1.19% of outstanding loans at June 30, 2017 and 1.34% of outstanding loans at June 30, 2016. At December 31, 2016, our allowance for loan losses was $14.9 million, or 1.28% of outstanding loans, and we had net loans charged-off of $1.1 million for the year ended December 31, 2016.

During the six months ended June 30, 2017, we charged-off $563,000 of loans and recorded $152,000 of recoveries on loans previously charged-off, for net charge-offs of $411,000, or 0.07% of average loans, annualized. Comparatively, we charged-off $779,000 of loans and recorded $267,000 of recoveries on loans previously charged-off, resulting in net charge-offs of $512,000, or 0.10% of average loans, annualized, for the first six months of 2016.

Following is a summary of the activity in the allowance for loan losses.

(dollars in thousands)	Six months ended June 30, 2017	2016	Year ended December 31, 2016
Balance, beginning of period	$ 14,855	13,629	13,629
Provision	1,000	1,200	2,300
Loan charge-offs	(563)	(779)	(1,648)
Loan recoveries	152	267	574
Net loan charge-offs	(411)	(512)	(1,074)
Balance, end of period	$ 15,444	14,317	14,855

Deposits and Other Interest-Bearing Liabilities

Our primary source of funds for loans and investments is our deposits, advances from the FHLB, and structured repurchase agreements. In the past, we have chosen to obtain a portion of our certificates of deposits from areas outside of our market in order to obtain longer term deposits than are readily available in our local market. We have adopted guidelines regarding our use of brokered CDs that limit our brokered CDs to 20% of total deposits and dictate that our current interest rate risk profile determines the terms. These guidelines allow us to take advantage of the attractive terms that wholesale funding can offer while mitigating the related inherent risk.

Our retail deposits represented $1.2 billion, or 92.3% of total deposits at June 30, 2017, while our out-of-market, or brokered, deposits represented $99.4 million, or 7.9% of our total deposits at June 30, 2017. At December 31, 2016, retail deposits represented $1.03 billion, or 94.6% of our total deposits, and brokered CDs were $59.1 million, representing 5.4% of our total deposits. Our loan-to-deposit ratio was 100% at June 30, 2017 and 107% at December 31, 2016.

The following is a detail of our deposit accounts:

(dollars in thousands)	June 30, 2017	December 31, 2016
Non-interest bearing	$ 271,669	235,538
Interest bearing:		
NOW accounts	226,724	234,949
Money market accounts	452,385	345,117
Savings	15,345	14,942
Time, less than $100,000	51,328	48,638
Time and out-of-market deposits, $100,000 and over	280,460	211,967
Total deposits	$ 1,297,911	1,091,151

During the past 12 months, we continued our focus on increasing core deposits, which exclude out-of-market deposits and time deposits of $250,000 or more, in order to provide a relatively stable funding source for our loan portfolio and other earning assets. Our core deposits were $1.09 billion and $937.5 million at June 30, 2017, and December 31, 2016, respectively.

The following table shows the average balance amounts and the average rates paid on deposits.

	Six months ended June 30,			
	2017		2016	
(dollars in thousands)	Amount	Rate	Amount	Rate
Noninterest bearing demand deposits	$ 250,937	-%	192,629	-%
Interest bearing demand deposits	222,677	0.19%	198,963	0.14%
Money market accounts	401,634	0.69%	312,637	0.43%
Savings accounts	15,583	0.05%	11,901	0.05%
Time deposits less than $100,000	49,176	0.75%	57,236	0.73%
Time deposits greater than $100,000	251,836	0.99%	213,642	0.84%
Total deposits	$ 1,191,843	0.51%	987,008	0.39%

During the six months ended June 30, 2017, our average transaction account balances increased by $174.7 million, or 24.4%, from the six months ended June 31, 2016, while our average time deposit balances increased by $30.1 million during the same six month period.

All of our time deposits are certificates of deposits. The maturity distribution of our time deposits of $100,000 or more at June 30, 2017 was as follows:

(dollars in thousands)	June 30, 2017
Three months or less	$ 74,011
Over three through six months	53,360
Over six through twelve months	97,429
Over twelve months	55,660
Total	$ 280,460

Included in time deposits of $100,000 or more at June 30, 2017 is $99.4 million of wholesale CDs scheduled to mature within the next 12 months at a weighted average rate of 0.99%. Time deposits that meet or exceed the FDIC insurance limit of $250,000 at June 30, 2017 and December 31, 2016 were $212.2 million and $153.7 million, respectively.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss, and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At June 30, 2017 and December 31, 2016, our liquid assets, consisting of cash and due from banks and federal funds sold, amounted to $86.8 million and $46.6 million, or 5.6% and 3.5% of total assets, respectively. Our investment securities at June 30, 2017 and December 31, 2016 amounted to $85.4 million and $70.2 million, or 5.5% and 5.2% of total assets, respectively. The increase in cash and cash equivalents is primarily attributable to our effort to increase the amount of on balance sheet liquidity. In addition, investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner; however, approximately 25% of these securities are pledged against outstanding debt. Therefore, the related debt would need to be repaid prior to the securities being sold in order for these securities to be converted to cash.

Our ability to maintain and expand our deposit base and borrowing capabilities serves as our primary source of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, loan payoffs, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain three federal funds purchased lines of credit with correspondent banks totaling $45.0 million for which there were no borrowings against the lines of credit at June 30, 2017.

We are also a member of the FHLB, from which applications for borrowings can be made. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the Bank be pledged to secure any advances from the FHLB. The unused borrowing capacity currently available from the FHLB at June 30, 2017 was $203.1 million, based on the Bank s $3.5 million investment in FHLB stock, as well as qualifying mortgages available to secure any future borrowings. However, we are able to pledge additional securities to the FHLB in order to increase our available borrowing capacity. In addition, at June 30, 2017 and December 31, 2016 we had $183.2 million and $130.1 million, respectively, of letters of credit outstanding with the FHLB to secure client deposits.

We entered into a new, unsecured interest only line of credit for $15.0 million with another financial institution effective June 30, 2017. The line of credit bears interest at LIBOR plus 2.50% and matures on June 30, 2020. As of June 30, 2017, the line of credit was unused. The loan agreement contains various financial covenants related to capital, earnings and asset quality.

We believe that our existing stable base of core deposits, borrowings from the FHLB, and short-term repurchase agreements will enable us to successfully meet our long-term liquidity needs. However, as short-term liquidity needs arise, we have the ability to sell a portion of our investment securities portfolio to meet those needs.

Total shareholders equity was $142.7 million at June 30, 2017 and $109.9 million at December 31, 2016. The $32.8 million increase from December 31, 2016 is primarily related to the issuance of 805,000 shares of common stock on May 2, 2017 in a public offering. The common stock was issued at $32.75 per share for net proceeds of $24.8 million. Proceeds from the offering were used to improve our capital structure, including to repay our former $10 million line of credit with another financial institution, to fund future organic growth, and for working capital and other general corporate purposes. Net income of $6.7 million for the first half of 2017 also contributed to the increase in shareholders equity.

The following table shows the return on average assets (net income divided by average total assets), return on average equity (net income divided by average equity), equity to assets ratio (average equity divided by average assets), and tangible common equity ratio (total equity less preferred stock divided by total assets) annualized for the six months ended June 30, 2017 and the year ended December 31, 2016. Since our inception, we have not paid cash dividends.

	June 30, 2017	**December 31, 2016**
Return on average assets	0.94%	1.04%
Return on average equity	11.08%	12.73%
Return on average common equity	11.08%	12.73%
Average equity to average assets ratio	8.51%	8.16%
Tangible common equity to assets ratio	9.27%	8.19%

At both the holding company and Bank level, we are subject to various regulatory capital requirements administered by the federal banking agencies. Under the capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Our capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors, and the regulators can lower classifications in certain cases. Failure to meet various capital requirements can initiate regulatory action that could have a direct material effect on the financial statements.

Regulatory capital rules released in July 2013 to implement capital standards referred to as Basel III and developed by an international body known as the Basel Committee on Banking Supervision, impose higher minimum capital requirements for bank holding companies and banks. The rules apply to all national and state banks and savings associations regardless of size and bank holding companies and savings and loan holding companies with more than $1 billion in total consolidated assets. The requirements in the rule began to phase in for us on January 1, 2015 and will be fully phased in by January 1, 2019.

The rule includes certain new and higher risk-based capital and leverage requirements than those currently in place. Specifically, the following minimum capital requirements apply to us:

- a new common equity Tier 1 risk-based capital ratio of 4.5%;
- a Tier 1 risk-based capital ratio of 6% (increased from the former 4% requirement);
- a total risk-based capital ratio of 8% (unchanged from the former requirement); and
- a leverage ratio of 4% (also unchanged from the former requirement).

Under the rule, Tier 1 capital is redefined to include two components: Common Equity Tier 1 capital and additional Tier 1 capital. The new and highest form of capital, Common Equity Tier 1 capital, consists solely of common stock (plus related surplus), retained earnings, accumulated other comprehensive income, and limited amounts of minority interests that are in the form of common stock. Additional Tier 1 capital includes other perpetual instruments historically included in Tier 1 capital, such as noncumulative perpetual preferred stock. Tier 2 capital consists of instruments that currently qualify in Tier 2 capital plus instruments that the rule has disqualified from Tier 1 capital treatment. Cumulative perpetual preferred stock, formerly includable in Tier 1 capital, is now included only in Tier 2 capital. Accumulated other comprehensive income (AOCI) is presumptively included in Common Equity Tier 1 capital and often would operate to reduce this category of capital. The rule provided a one-time opportunity at the end of the first quarter of 2015 for covered banking organizations to opt out of much of this treatment of AOCI. We made this opt-out election and, as a result, will retain the pre-existing treatment for AOCI.

In addition, in order to avoid restrictions on capital distributions or discretionary bonus payments to executives, a covered banking organization must maintain a capital conservation buffer on top of its minimum risk-based capital requirements. This buffer must consist solely of Tier 1 Common Equity, but the buffer applies to all three measurements (Common Equity Tier 1, Tier 1 capital and total capital). The capital conservation buffer will be phased in incrementally over time, becoming fully effective on January 1, 2019, and will consist of an additional amount of common equity equal to 2.5% of risk-weighted assets. As of January 1, 2016, we are required to hold a capital conservation buffer of 0.625%, increasing by that amount each successive year until 2019.

In general, the rules have had the effect of increasing capital requirements by increasing the risk weights on certain assets, including high volatility commercial real estate, certain loans past due 90 days or more or in nonaccrual status, mortgage servicing rights not includable in Common Equity Tier 1 capital, equity exposures, and claims on securities firms, that are used in the denominator of the three risk-based capital ratios.

It is management s belief that, as of June 30, 2017, the Company and the Bank would have met all capital adequacy requirements under Basel III on a fully phased-in basis if such requirements were currently effective.

The following table summarizes the capital amounts and ratios of the Bank and the regulatory minimum requirements.

						June 30, 2017
	Actual		For capital adequacy purposes minimum		To be well capitalized under prompt corrective action provisions minimum	
(dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (to risk weighted assets)	$ 168,376	13.19%	102,160	8.00%	127,700	10.00%
Tier 1 Capital (to risk weighted assets)	152,932	11.98%	76,620	6.00%	102,160	8.00%
Common Equity Tier 1 Capital (to risk weighted assets)	152,932	11.98%	57,465	4.50%	83,005	6.50%
Tier 1 Capital (to average assets)	152,932	10.23%	59,811	4.00%	74,764	5.00%

The following table summarizes the capital amounts and ratios of the Company and the minimum regulatory requirements.

	June 30, 2017					
	Actual		For capital adequacy purposes minimum		To be well capitalized under prompt corrective action provisions minimum	
(dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (to risk weighted assets)	$ 171,360	13.42%	102,160	8.00%	N/A	N/A
Tier 1 Capital (to risk weighted assets)	155,916	12.21%	76,620	6.00%	N/A	N/A
Common Equity Tier 1 Capital (to risk weighted assets)	142,916	11.19%	57,465	4.50%	N/A	N/A
Tier 1 Capital (to average assets)	155,916	10.43%	59,801	4.00%	N/A	N/A

The ability of the Company to pay cash dividends is dependent upon receiving cash in the form of dividends from the Bank. The dividends that may be paid by the Bank to the Company are subject to legal limitations and regulatory capital requirements.

EFFECT OF INFLATION AND CHANGING PRICES

The effect of relative purchasing power over time due to inflation has not been taken into account in our consolidated financial statements. Rather, our financial statements have been prepared on an historical cost basis in accordance with generally accepted accounting principles.

Unlike most industrial companies, our assets and liabilities are primarily monetary in nature. Therefore, the effect of changes in interest rates will have a more significant impact on our performance than will the effect of changing prices and inflation in general. In addition, interest rates may generally increase as the rate of inflation increases, although not necessarily in the same magnitude. As discussed previously, we seek to manage the relationships between interest sensitive assets and liabilities in order to protect against wide rate fluctuations, including those resulting from inflation.

OFF-BALANCE SHEET RISK

Commitments to extend credit are agreements to lend money to a client as long as the client has not violated any material condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. At June 30, 2017, unfunded commitments to extend credit were $264.1 million, of which $70.0 million was at fixed rates and $194.1 million was at variable rates. At December 31, 2016, unfunded commitments to extend credit were $226.6 million, of which approximately $57.8 million was at fixed rates and $168.8 million was at variable rates. A significant portion of the unfunded commitments related to consumer equity lines of credit. Based on historical experience, we anticipate that a significant portion of these lines of credit will not be funded. We evaluate each client s credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by us upon extension of credit, is based on our credit evaluation of the borrower. The type of collateral varies but may include accounts receivable, inventory, property, plant and equipment, and commercial and residential real estate. As disclosed in Note 6 Derivative Financial Instruments, we had mortgage loan interest rate lock commitments of $28.5 million and $18.0 million as of June 30, 2017 and December 31, 2016, respectively.

At June 30, 2017 and December 31, 2016, there were commitments under letters of credit for $6.0 million and $4.4 million, respectively. The credit risk and collateral involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Since most of the letters of credit are expected to expire without being drawn upon, they do not necessarily represent future cash requirements.

Except as disclosed in this report, we are not involved in off-balance sheet contractual relationships, unconsolidated related entities that have off-balance sheet arrangements or transactions that could result in liquidity needs or other commitments that significantly impact earnings.

MARKET RISK AND INTEREST RATE SENSITIVITY

Market risk is the risk of loss from adverse changes in market prices and rates, which principally arises from interest rate risk inherent in our lending, investing, deposit gathering, and borrowing activities. Other types of market risks, such as foreign currency exchange rate risk and commodity price risk, do not generally arise in the normal course of our business.

We actively monitor and manage our interest rate risk exposure in order to control the mix and maturities of our assets and liabilities utilizing a process we call asset/liability management. The essential purposes of asset/liability management are to ensure adequate liquidity and to maintain an appropriate balance between interest sensitive assets and liabilities in order to minimize potentially adverse impacts on earnings from changes in market interest rates. Our asset/liability management committee (ALCO) monitors and considers methods of managing exposure to interest rate risk. We have both an internal ALCO consisting of senior management that meets at various times during each month and a board ALCO that meets monthly. The ALCOs are responsible for maintaining the level of interest rate sensitivity of our interest sensitive assets and liabilities within board-approved limits.

As of June 30, 2017, the following table summarizes the forecasted impact on net interest income using a base case scenario given upward and downward movements in interest rates of 100, 200, and 300 basis points based on forecasted assumptions of prepayment speeds, nominal interest rates and loan and deposit repricing rates. Estimates are based on current economic conditions, historical interest rate cycles and other factors deemed to be relevant. However, underlying assumptions may be impacted in future periods which were not known to management at the time of the issuance of the Consolidated Financial Statements. Therefore, management s assumptions may or may not prove valid. No assurance can be given that changing economic conditions and other relevant factors impacting our net interest income will not cause actual occurrences to differ from underlying assumptions. In addition, this analysis does not consider any strategic changes to our balance sheet which management may consider as a result of changes in market conditions.

Interest rate scenario	Change in net interest income from base
Up 300 basis points	8.24%
Up 200 basis points	5.65%
Up 100 basis points	2.85%
Base	-
Down 100 basis points	(4.88)%
Down 200 basis points	(6.32)%
Down 300 basis points	(8.48)%

CRITICAL ACCOUNTING POLICIES

We have adopted various accounting policies that govern the application of accounting principles generally accepted in the United States and with general practices within the banking industry in the preparation of our financial statements. Our significant accounting policies are described in the footnotes to our audited consolidated financial statements as of December 31, 2016, as filed in our Annual Report on Form 10-K.

Certain accounting policies involve significant judgments and assumptions by us that have a material impact on the carrying value of certain assets and liabilities. We consider these accounting policies to be critical accounting policies. The judgment and assumptions we use are based on historical experience and other factors, which we believe to be reasonable under the circumstances. Our Critical Accounting Policies are the allowance for loan losses, fair value of financial instruments, other-than-temporary impairment analysis, other real estate owned, and income taxes. Because of the nature of the judgment and assumptions we make, actual results could differ from these judgments and estimates that could have a material impact on the carrying values of our assets and liabilities and our results of operations.

ACCOUNTING, REPORTING, AND REGULATORY MATTERS

Recently Issued Accounting Standards

The following is a summary of recent authoritative pronouncements that could affect accounting, reporting, and disclosure of financial information by us:

In May 2014, the FASB issued guidance to change the recognition of revenue from contracts with customers. The core principle of the guidance is that an entity should recognize revenue to reflect the transfer of goods and services to customers in an amount equal to the consideration the entity receives or expects to receive. In August 2015, the FASB deferred the effective date of ASU 2014-09, Revenue from Contracts with Customers. As a result of the deferral, the guidance in ASU 2014-09 will be effective for the Company for reporting periods beginning after December 15, 2017. In March 2016, the FASB amended the Revenue from Contracts with Customers topic of the Accounting Standards Codification to clarify the implementation guidance on principal versus agent considerations and address how an entity should assess whether it is the principal or the agent in contracts that include three or more parties. In April 2016, the FASB amended the Revenue from Contracts with Customers topic of the Accounting Standards Codification to clarify guidance related to identifying performance obligations and accounting for licenses of intellectual property. In May 2016, the FASB amended the Revenue from Contracts with Customers topic of the Accounting Standards Codification to clarify guidance related to collectability, noncash consideration, presentation of sales tax, and transition. The Company does not expect these amendments to have a material effect on its financial statements.

In August 2015, the FASB deferred the effective date of ASU 2014-09, *Revenue from Contracts with Customers.* As a result of the deferral, the guidance in ASU 2014-09 will be effective for the Company for reporting periods beginning after December 15, 2017. The Company does not expect these amendments to have a material effect on its financial statements.

In November 2015, the FASB amended the Income Taxes topic of the Accounting Standards Codification to simplify the presentation of deferred income taxes by requiring that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The amendments will be effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods, with early adoption permitted as of the beginning of an interim or annual reporting period. The Company does not expect these amendments to have a material effect on its financial statements.

In January 2016, the FASB amended the Financial Instruments topic of the ASC to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The amendments will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company will apply the guidance by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values will be applied prospectively to equity investments that exist as of the date of adoption of the amendments. The Company does not expect these amendments to have a material effect on its financial statements.

In February 2016, the FASB amended the Leases topic of the Accounting Standards Codification to revise certain aspects of recognition, measurement, presentation, and disclosure of leasing transactions. The amendments will be effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently evaluating the effect that implementation of the new standard will have on its financial position, results of operations, and cash flows.

In March 2016, the FASB issued guidance to simplify several aspects of the accounting for share-based payment award transactions including the income tax consequences, the classification of awards as either equity or liabilities, and the classification on the statement of cash flows. Additionally, the guidance simplifies two areas specific to entities other than public business entities allowing them to apply a practical expedient to estimate the expected term for all awards with performance or service conditions that have certain characteristics and also allowing them to make a one-time election to switch from measuring all liability-classified awards at fair value to measuring them at intrinsic value. The amendments will be effective for the Company for annual periods beginning after December 15, 2016 and interim periods within those annual periods. These amendments did not have a material effect on the Company s financial statements.

In June 2016, the FASB issued guidance to change the accounting for credit losses and modify the impairment model for certain debt securities. The amendments will be effective for the Company for reporting periods beginning after December 15, 2019. The Company is currently evaluating the effect that implementation of the new standard will have on its financial position, results of operations, and cash flows.

In August 2016, the FASB amended the Statement of Cash Flows topic of the Accounting Standards Codification to clarify how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments will be effective for the Company for fiscal years beginning after December 15, 2017 including interim periods within those fiscal years. The Company does not expect these amendments to have a material effect on its financial statements.

In November 2016, the FASB amended the Statement of Cash Flows topic of the Accounting Standards Codification to clarify how restricted cash is presented and classified in the statement of cash flows. The amendments will be effective for the Company for fiscal years beginning after December 15, 2017 including interim periods within those fiscal years. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

In January 2017, the FASB updated the Accounting Changes and Error Corrections and the Investments Equity Method and Joint Ventures Topics of the Accounting Standards Codification. The ASU incorporates into the Accounting Standards Codification recent SEC guidance about disclosing, under SEC SAB Topic 11.M, the effect on financial statements of adopting the revenue, leases, and credit losses standards. The ASU was effective upon issuance. The Company is currently evaluating the impact on additional disclosure requirements as each of the standards is adopted, however it does not expect these amendments to have a material effect on its financial position, results of operations or cash flows.

In May 2017, the FASB amended the requirements in the Compensation Stock Compensation Topic of the Accounting Standards Codification related to changes to the terms or conditions of a share-based payment award. The amendments provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The amendments will be effective for the Company for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is permitted. The Company does not expect these amendments to have a material effect on its financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

See Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations Market Risk and Interest Rate Sensitivity and Liquidity Risk.

Item 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file and submit under the Exchange Act is (i) recorded, processed, summarized and reported as and when required and (ii) accumulated and communicated to our management, including our Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There has been no change in the Company s internal control over financial reporting during the three months ended June 30, 2017, that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS.

We are a party to claims and lawsuits arising in the course of normal business activities. Management is not aware of any material pending legal proceedings against the Company which, if determined adversely, would have a material adverse impact on the company s financial position, results of operations or cash flows.

Item 1A RISK FACTORS.

Investing in shares of our common stock involves certain risks, including those identified and described in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, as well as cautionary statements contained in this Form 10-Q, including those under the caption Cautionary Warning Regarding Forward-Looking Statements set forth in Part 1, Item 2 of this Form 10-Q, risks and matters described elsewhere in this Form 10-Q, and in our other filings with the SEC.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Not applicable

Item 3. DEFAULTS UPON SENIOR SECURITIES.

Not applicable

Item 4. MINE SAFETY DISCLOSURES.

Not applicable

Item 5. OTHER INFORMATION.

Not applicable

Item 6. EXHIBITS.

The exhibits required to be filed as part of this Quarterly Report on Form 10-Q are listed in the Index to Exhibits attached hereto and are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SOUTHERN FIRST BANCSHARES, INC.
Registrant

Date: July 31, 2017

/s/R. Arthur Seaver, Jr.
R. Arthur Seaver, Jr.
Chief Executive Officer (Principal Executive Officer)

Date: July 31, 2017

/s/Michael D. Dowling
Michael D. Dowling
Chief Financial Officer (Principal Financial and Accounting Officer)

INDEX TO EXHIBITS

Exhibit Number	**Description**
1.1	Underwriting Agreement dated April 27, 2017 (incorporated by reference to Exhibit 1.1 of the Company s Form 8-K filed April 28, 2017).
31.1	Rule 13a-14(a) Certification of the Principal Executive Officer.
31.2	Rule 13a-14(a) Certification of the Principal Financial Officer.
32	Section 1350 Certifications.
101	The following materials from the Quarterly Report on Form 10-Q of Southern First Bancshares, Inc. for the quarter ended June 30, 2017, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statement of Changes in Shareholders Equity, (v) Consolidated Statements of Cash Flows and (vi) Notes to Unaudited Consolidated Financial Statements.